



## NOTIFICATION OF THE ANNUAL GENERAL MEETING

Shareholders of Rederi AB TransAtlantic (publ) are hereby invited to the Annual General Meeting on Friday, April 27, 2012 at 4:00 p.m. at the Gothenburg Museum of Art, Götaplatsen, Gothenburg, Sweden.

### Registration, etc.

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

Be recorded in the share register maintained by Euroclear Sweden AB on Saturday, April 21, 2012 and notify the company of their intention to participate in the Annual General Meeting not later than 4:00 p.m. on Monday, April 23, 2012:

- at Rederi AB TransAtlantic, c/o Computershare AB, Box 610, SE-182 16 Danderyd, Sweden
- by telephone: +46 (0)771- 24 64 00, or
- on Rederi AB TransAtlantic's website [www.rabt.se](http://www.rabt.se)

Since the record day is on a Saturday, the shareholders must be recorded in the share register at the latest on Friday, April 20, 2012.

When registering, shareholders must state their name, civil registration number or corporate registration number, registered holdings, address, telephone number (daytime), information on any accompanying assistants (no more than two), and where applicable, information on representatives or proxy.

Shareholders represented by proxy must submit a power of attorney. If the power of attorney is issued by a legal entity, certified proof of registration or corresponding identity documents for the legal entity must be submitted. The original power of attorney, along with any authorization documents, should be sent with the notification to the company at the above address. A power of attorney may be valid for up to five years from issuance. The company will provide forms for the power of attorney upon request and these are also available on the company's website, [www.rabt.se](http://www.rabt.se).

Shareholders, who have trustee-registered shares with a bank or other trustee, must temporarily re-register the shares in their own name with Euroclear Sweden AB to be entitled to participate in the Meeting. This registration must be completed on Friday, April 20, 2012, since the record day is on a Saturday. This means that shareholders must inform the trustee (bank or broker) of this request in ample time prior to this date.

As per the date of this notice, the company has a total of 110,902,700 shares distributed as 7,271,842 Series A shares and 103,630,858 Series B shares. The total number of votes amounts to 176,349,278, of which 72,718,420 of the votes are represented by Series A shares and 103,630,858 are represented by Series B shares.

### Items

Proposal for the agenda at the Annual General Meeting:

- 1) Opening of the Meeting and election of the Chairman of the Meeting.
- 2) Preparation and approval of the voting list.
- 3) Election of one or two persons to check the minutes.
- 4) Determination that the Meeting has been duly convened.

- 5) Approval of the agenda.
- 6) Presentation of the Annual Report and the Auditors' Report for the Parent Company and the Group for 2011. Following this, addresses by the Chairman of the Board and the President.
- 7) Resolution on:
  - a) Adoption of the income statements and the balance sheets for the Parent Company and the Group.
  - b) Disposition pertaining to profits for the year according to the adopted balance sheet.
  - c) Discharge of the Board of Directors and the President from liability.
- 8) Determination of the number of Board members and deputies.
- 9) Determination of fees to the Board of Directors and auditors.
- 10) Election of Board members and Chairman of the Board.
- 11) Election of auditors.
- 12) Resolution on the Nomination Committee for the next Annual General Meeting.
- 13) Resolution on principles for remuneration of senior executives.
- 14) Resolution on approval of the divestment of MultiDocker Cargo Handling AB.
- 15) Conclusion of the Meeting.

### **Proposals for resolution**

#### **Item 1 – Election of Chairman of the Meeting**

The company's Nomination Committee, consisting of Christen Sveaas, Chairman of the Board and representative of Kistefos AS, Henning E. Jensen, representative of Kistefos AS, Jenny Lindén Urnes, representative of Lindénggruppen AB and Lena Patriksson Keller, representative of Enneff Rederi AB and Enneff Fastigheter AB, who jointly represent slightly more than 81.8 per cent of the votes of all shares in the company, proposes that the Annual General Meeting elect attorney Erik Linnarsson as Chairman of the Meeting.

#### **Item 7b – Proposed dividend**

The Board of Directors proposes that no dividend should be paid for the fiscal year 2011.

#### **Items 8, 9, 10 and 11 – Proposal for the election of the Board of Directors and auditor as well as fees**

The Nomination Committee proposes the following:

#### **Item 8 – Determination of the number of Board members and deputies**

It is proposed that six Board members be elected by the Meeting. No deputies are proposed.

#### **Item 9 – Determination of fees to Board of Directors and auditors**

It is proposed that fees to the Chairman should be SEK 400,000 and fees to each of the remaining five elected Board members should be SEK 200,000. Where a Board member's appointment terminates prematurely, fees will be paid pro rata, taking into account the remaining time of the mandate period. Fees to the auditors shall be paid on account.

#### **Item 10 – Election of Board members and Chairman of the Board**

It is proposed that the Meeting should re-elect Christen Sveaas, Folke Patriksson, Christer Olsson, Henning E. Jensen, Håkan Larsson and Magnus Sonnorp as Board members. It is proposed that Christen Sveaas be re-elected Chairman of the Board and Folke Patriksson be re-elected Vice-Chairman of the Board.

**Item 11 – Election of auditors**

It is proposed that the audit firm of Öhrlings PricewaterhouseCoopers AB, is elected as auditors, with a mandate period ending with the 2013 Annual General Meeting. Öhrlings PricewaterhouseCoopers AB intends to appoint the authorized public accountant Olof Enerbäck as auditor in Charge.

**Item 12 – Proposal for resolution regarding the Nomination Committee**

The Nomination Committee proposes that the Annual General Meeting resolves that the election of the Nomination Committee for the 2013 Annual General Meeting shall be made according to the following model. The Chairman of the Board will be assigned the task of contacting the three largest shareholders or owner groups at the end of the third quarter 2012 and ask them to appoint one member each to the Nomination Committee, which will consist of four members, including the Chairman of the Board. If such a shareholder declines to elect a member, the fourth largest owner or owner group will be asked, and so on. The members that are elected in this manner, along with the Chairman of the Board as convener, will form the Nomination Committee. The Nomination Committee will appoint its Chairman within the Committee. The names of the Nomination Committee members and the shareholders they represent will be announced as soon as possible after that, but not later than six months prior to the 2013 Annual General Meeting. The mandate period for the appointed Nomination Committee shall extend until a new Nomination Committee is appointed. In the event that one of the Nomination Committee members resigns or no longer represents one of the largest owners in the company according to the above model, the Nomination Committee is entitled to appoint another representative for the larger shareholders to replace such a member. The Nomination Committee shall submit proposals on the following issues for resolution by the 2013 Annual General Meeting:

- a) Proposal for Chairman of the Annual General Meeting
- b) Proposal for Board of Directors
- c) Proposal for Chairman of the Board
- d) Proposal for auditors
- e) Proposal for Board fees, with distributions between the Chairman and other Board members
- f) Proposal for fees to company auditors
- g) Proposal for regulations for the Nomination Committee for the 2014 Annual General Meeting.

**Item 13 – Principles for remuneration of senior executives**

The Board of Directors proposes that the Annual General Meeting resolves to adopt principles for remuneration of senior executives according to essentially the following:

Senior executives in the company are those who, for the duration of the principles, are members of the Group Management.

Remunerations to senior executives shall attract, motivate and create excellent prerequisites for retaining competent employees and managers. In order to achieve this, it is important to maintain fair and internally-balanced conditions that are also competitive in market terms regarding structure, scope and level. Employment terms and conditions for senior executives shall contain a well-balanced combination of fixed salary, pension benefits and other benefits and special conditions for remuneration in the event of employment termination. Variable compensation may be paid if the Board of Directors specifically approves this. Any variable compensation shall be based on extraordinary efforts in relation to defined and measurable objectives and be maximized in relation to the fixed salary and must always be especially justified in a joint discussion within the Board of Directors.



Notice of termination for senior executives will be six months and if termination is on the part of the company, six to twelve months. For the President, notice of termination will be up to six months if termination is on the part of the company. In such case, the President is entitled to severance pay corresponding to 18 months' salary.

The Board of Directors shall be entitled to deviate from the principles if warranted by a particular case.

**Item 14 – Resolution on approval of the divestment of MultiDocker Cargo Handling AB**

The Board of Directors proposes that the Annual General Meeting approves Österströms Rederi Aktiebolag's divestment of all shares in MultiDocker Cargo Handling AB ("MultiDocker") to Skärgårdshavet AB ("Skärgårdshavet"). Österströms Rederi Aktiebolag is a wholly-owned subsidiary of Rederi AB TransAtlantic (the "Company").

The Company entered into an agreement on April 15, 2011, to acquire all shares in Österströms International Aktiebolag including all subsidiaries, among them MultiDocker, from Skärgårdshavet. Skärgårdshavet is wholly-owned by Percy Österström, Senior Vice President of the Company's business area Industrial Shipping and Board member in subsidiaries. Since MultiDocker were not considered a part of the core business of the Company it was agreed on an option that gave Skärgårdshavet the right to buy back all shares in MultiDocker in accordance with predetermined conditions in the agreement. Skärgårdshavet has now chosen to exercise the option and the parties have entered into an agreement on Österströms Rederi Aktiebolag's sale of all shares in MultiDocker to Skärgårdshavet, conditioned upon that the Annual General Meeting approves the divestment (the "Agreement").

According to the Agreement, Skärgårdshavet shall pay a purchase price of SEK 1 for the shares in MultiDocker. In addition MultiDocker is to repay a loan of SEK 3,500,000 to the Company. The divestment is subject to certain financing terms, meaning that the funding of the continued operation of MultiDocker is secured by Skärgårdshavet, which according to the Agreement is to be fulfilled at the latest on the date of completion. At the moment MultiDocker has a net debt of approximately SEK 11,000,000 which will be overtaken in its entirety by Skärgårdshavet on completion. The transaction is not expected to have any significant impact on the Company's result or financial position.

The business consists of producing cranes for harbors and ships, to be used for loading and unloading of bulk tonnage. The cranes are built on platforms provided by Caterpillar. MultiDocker's head office is located in Norrköping and has more than 30 years of experience in the industry. For the full year of 2011 MultiDocker's turnover was approximately EUR 6,400,000 and the company showed a negative result.

Since the divestment, according to Chapter 16 of the Swedish Companies Act, is made with a closely related party to the Company, such resolution is valid only if Österströms Rederi Aktiebolag's resolution to divest the shares in MultiDocker is approved by the Annual General Meeting in the Company and the resolution is supported by shareholders representing not less than nine tenths of the votes cast and the shares represented at the Meeting.

**Information at the Annual General Meeting**

Upon request by any shareholder and where the Board of Directors believes that such may take place without significant harm to the company, the Board of Directors and the President will provide information of circumstances which may affect the assessment of a matter on the agenda, and



circumstances which may affect the assessment of the company's or a subsidiary's financial position and the company's relationship to other group companies. Anyone wishing to submit questions in advance can do so to Rederi AB TransAtlantic, Box 8809, SE-402 71 Gothenburg, att: Annual General Meeting 2012.

#### **Documents**

Accounting documentation and the Auditors' Report, as well as the Auditors' statement pertaining to the application of principles for remuneration of senior executives, the Board of Directors' complete proposals for decisions under Items 13 and 14 and other documents according to the Swedish Companies Act will be available for shareholders at the company and on the website [www.rabt.se](http://www.rabt.se) not later than April 5, 2012. The documents will also be sent to shareholders who request this and have given their address.

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Coffee and cake is served at the Gothenburg Museum of Art from 3:00 p.m.

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Gothenburg in March 2012  
Rederi AB TransAtlantic (publ)  
Board of Directors