

PRESS RELEASE

Helsingborg 26 March 2009

## Notice to attend the Annual General Meeting of Shareholders of Nederman Holding AB (publ)

Shareholders in Nederman Holding AB (publ) are hereby invited to the Annual General Meeting to be held at Jacob Hansens Hus, Norra Storgatan 21, Helsingborg at 4.00 p.m. on Tuesday, 28 April 2008.

### Right to participate and notice of attendance

Shareholders wishing to participate at the meeting must

- be recorded in the shareholders register kept by Euroclear Sweden by Thursday, 23 April 2009.
- notify the company of their intention to attend the meeting before 4.00 p.m. on Thursday, 23 April 2009.

### Notice to attend can be made in the following way:

- on Nederman's web site [www.nederman.com](http://www.nederman.com)
- by e-mail: [arsstamma@nederman.se](mailto:arsstamma@nederman.se)
- by phone: +46 (0) 42 18 87 00
- by letter to Nederman Holding AB (publ), "Årsstämma", Box 602, 251 06 Helsingborg

When notifying the company this should give details of name, civic registration number/corporate identity number, address, telephone, and registered shareholding and advisors, if any. The information is only used for the purpose of registration and drawing up a register of voters.

Where representation is made by proxy the original of the proxy form must be sent to the company along with the notification to attend the meeting. Individual representing a legal entity must have a copy of the registration form or equivalent documentation indicating the authorized signatory.

The company makes available a power of attorney form for the shareholders who so wish. The form is also available for downloading on Nederman web site, [www.nederman.com](http://www.nederman.com).

Shareholders whose shares are registered in the name of a trustee must have their shares temporarily registered in their own name in the Euroclear Sweden shareholders register in order to take part in the meeting. This kind of registration, known as voting right registration, must take place by Thursday 23 April 2009, meaning that the shareholder should give notice of his/her intention of taking part at the meeting in plenty of time before that date.

### Proposed agenda

1. Opening the meeting
2. Election of the Chairman of the Meeting
3. Preparation and approval of the voting register
4. Approval of the agenda
5. Election of one or two persons to verify the minutes
6. Determination whether the meeting has been duly convened
7. Address by the President
8. Presentation of the annual report, the auditors' report, as well as the consolidated financial statements and the auditors' report for the Group
9. Resolutions regarding:
  - a) adopting the income statement and balance sheet and the consolidated income statement and balance sheet
  - b) allocation of the company's result in accordance with the adopted balance sheet
  - c) discharge from liability for the directors and the President
10. Determination of the number of directors and deputies
11. Determining the fees payable for the Chairman of the Board and the directors
12. Election of the Board members
13. Resolution on guidelines for remuneration and other terms of employment for senior executives
14. Decision regarding The Election Committee
15. Conclusion of the meeting

### Dividend (item 9b of agenda)

The board proposes a dividend for the 2008 financial year SEK 2.50 per share.

### The Board of Directors etc (items 2 and 10-12)

The election committee have the following proposal:

- The Chairman of the Board, Jan Svensson, is nominated to chair the Annual General Meeting 2009.
- The members of the Board should be seven
- Fees to the board of directors for work carried out, proposes to the amount of SEK 650,000 to be divided as follows: SEK 150,000 to the Chairman of the Board and SEK 100,000 each to the remaining members of the board, with the exception of the CEO.
- The Auditor will be compensated as agreed
- Re-election of Chairman of the Board Jan Svensson
- Re-election of members Gunnar Gremlin, Jan-Eric Larson, Peter Möller, Eric Hielte, Per Borgvall and Sven Kristensson

## **Proposal to resolution on guidelines for senior executives (item 13)**

The board proposes that the same principles resolved by the 2008 Annual General Meeting of Shareholders abides, i.e. fixed salaries paid out for satisfactory work. In addition to that the possibility to variable remuneration should be measured against set targets in relation to the company's results and working capital. The variable remuneration can reach the maximum amount of 30-50 percent of the yearly base salary depending on the individual's position in the company.

Pension plan for the President shall be premium defined with an annual premium equal to 30 percent of the yearly base salary. For other members of the group management the pension contributions follow the contractual ITP plan with exception for a member where pension contribution occurs with 10 price base amounts per year.

For a notice of resignation from the CEO, an advanced notice of six months is required. With notice of termination of employment on the part of the company, the CEO has the right to a payment corresponding to 18-24 monthly salaries. The last six months with a provision regarding new employment.

Other members of the group management have a twelve month notice period for termination of employment if it is initiated on the part of the company, and six months if they give notice.

There is no agreement between the members of the board or group management and Nederman or any of the daughter companies regarding benefits after their assignments have been terminated.

No share- and share related incentive programs exist for the present to the Board of Directors or the chief executives. Nederman's Group Executive Committee consists of eight persons (including the President).

## **Proposal to resolution on guidelines for election committee (item 14)**

### *Appointing an election committee*

One representative from each of the three largest shareholders, according to the share register on the last day of August each year, forms the election committee together with the Chairman of the Board. None of the three shareholder representatives should be a member of the Board. If any of the three largest shareholders forfeits its right to appoint a representative to the committee the right to appoint is passed on to the next largest shareholder and so on. One of the shareholder representatives should be the Chairman of the committee, not the Chairman of the Board.

### *The duties and assignments of the election committee etc.*

Prior to the Annual General Meeting the committee should prepare the election of the Chairman and other members of the Board of Directors, election of Chairman at the AGM, questions regarding remuneration and related issues as well as election of auditors.

Information regarding who has been appointed to election committee should be published no later than six months before the AGM. The members of the election committee shall not be remunerated, except for any direct expenses related to their work with the committee.

## **Documents**

The Annual Report and the auditors' report will be available at the company's headquarters and on the company's web site. The documents will be sent to those shareholders requesting these.

Total number of share and votes in the Company are 11 715 340

## **Program**

3.00 p.m.	Registration
3.30 p.m	AGM location opens
4.00 p.m	AGM commences

Helsingborg March 2009

Board of Directors

Nederman Holding AB (publ)

### **Facts about Nederman**

Nederman, one of the world's leading environment technology companies, develops, produces and markets products and systems for the extraction of dust, smoke, vehicle exhaust fumes and equipment for industrial cleaning. Nederman also produces and sells a comprehensive range of hose and cable reels.

The company's commitments to customers include everything from pre-studies and project work to installation, operational start-up and service.

Nederman's products and systems are marketed via its own subsidiaries in 25 countries and by agents and distributors in more than 50 countries.

The Group is listed on the OMX Small Cap list, Sweden and has around 760 employees.