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## P R E S S   R E L E A S E   8 March 2012

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# Notice of Annual General Meeting 18 April 2012

**Ratos's Annual General Meeting will be held on Wednesday, 18 April 2012 at 17.00 CET in Stockholm Waterfront Congress Centre in Stockholm. The complete notice of the meeting is available at [www.ratos.se](http://www.ratos.se) where attendance can also be notified. Complete AGM documentation will be available at Ratos's head office and on [www.ratos.se](http://www.ratos.se) from 9 March. Notice of attendance must be made to Ratos no later than 12 April.**

### **Board of Directors and auditors**

The Nomination Committee proposes re-election of Board members Lars Berg, Staffan Bohman, Arne Karlsson, Annette Sadolin, Jan Söderberg, Per-Olof Söderberg and Margareth Øvrum. Arne Karlsson is proposed as Chairman of the Board. Olof Stenhammar has decline re-election. A more detailed presentation of the proposed Board members and the work of the Nomination Committee is provided on the company's website [www.ratos.se](http://www.ratos.se).

The Nomination Committee further proposes that PricewaterhouseCoopers AB be elected as auditors for the period until the next annual general meeting has been held.

### **Proposed dividend**

The Board proposes an ordinary dividend of SEK 5.50 per class A and class B share (5.25). The record date for the right to receive dividends is proposed as 23 April and dividends are expected to be paid on 26 April.

### **Purchase of treasury shares**

The Board of Directors proposes that the Annual General Meeting gives the Board a renewed mandate to decide, during the period until the next Annual General Meeting, on repurchase of a maximum number of shares so that the company's holding of treasury shares does not exceed 4% of all the shares in the company. The purpose of the buy-backs is to give the Board more room for manoeuvre in its work to create value for the company's shareholders.

### **Incentive programme**

The Board proposes that the Annual General Meeting decides to issue a maximum of 1,150,000 call options on Ratos treasury shares to be transferred at a market premium to key people at Ratos. The option purchases will be partly subsidised. It is further proposed that the Meeting decides on a transfer of a maximum of 1,150,000 shares in the company when the above-mentioned options are exercised.

In addition, the Board proposes, as in the previous year, that the Meeting decides on a cash-based option programme related to Ratos's investments in holdings. It is proposed that the programme be carried out by issuing synthetic options which key people within Ratos will be entitled to acquire.

The Board further proposes that the Meeting decides on a transfer of a maximum of 16,000 class B shares to administrative employees.

### **Proposal on authorisation for new issues to be used at acquisitions**

The Board proposes that the Meeting resolves, during the period until the next Annual General Meeting, to authorise the Board in conjunction with agreements on company acquisitions, on one or several occasions, with or without deviation from the pre-emptive rights of shareholders, for a cash payment, through set-off or non-cash, to make a decision on a new issue of class B shares in the company. This authorisation shall comprise a total maximum of 35 million class B shares, which corresponds to 9.7% of the shares and 3.1% of the votes (after full utilisation of the mandate) and apply until the next annual general meeting.

For further information, please contact:

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Financial calendar from Ratos:

Annual General Meeting	18 April 2012
Interim Report January – March 2012	8 May 2012
Interim Report January – June 2012	17 August 2012
Interim Report January – September 2012	9 November 2012

*Ratos is a private equity conglomerate. The company's mission is to maximise shareholder value over time through the professional, active and responsible exercise of its ownership role in primarily medium to large unlisted Nordic companies. Ratos's holdings include AH Industries, Anticimex, Arcus-Gruppen, Biolin Scientific, Bisnode, Contex, DIAB, Euromaint, Finnino, GS-Hydro, Hafa Bathroom Group, HL Display, Inwido, Jøtul, KVD Kvarndammen, Lindab, Mobile Climate Control, SB Seating and Stofa. Ratos is listed on Nasdaq OMX Stockholm and market capitalisation amounts to approximately SEK 27 billion.*