

Press release

Åseda, 6 march, 2013

INVITATION TO ANNUAL GENERAL MEETING OF PROFILGRUPPEN AB

This is a translation of the Swedish version of the notice. In case of any discrepancies, the Swedish version shall prevail.

Shareholders of ProfilGruppen AB (publ.), corporate identity number 556277-8943, are hereby invited to attend the Annual General Meeting (AGM) on Thursday 11 April 2013 at 15:00 in Folkets Hus in Åseda.

Program for shareholders

14:00-14:55	Registration for the meeting. Coffee will be served
15:00	Opening of the AGM
17:00 (approx.)	A light dinner will be served

Right to attend and registration

In order to attend the AGM and to have voting rights, the shareholder must:

- be registered in the share register managed by Euroclear Sweden AB by Friday 5 April 2013, and
- register with the company not later than Friday 5 April 2013. Registration for attendance at the AGM can be made by the registration form on the company's website at www.profilgruppen.se/koncern, by post to ProfilGruppen AB, Box 36, SE-364 21 Åseda, by fax: +46 (0)474 711 28 or by telephone + 46 (0)474 550 00 (workdays, opening hours 09.00-15.00). At registration the shareholders shall state their name or company name, civic registration number or corporate identity number, shareholdings, address, telephone number, representatives if required (not more than two). Intention to participate in the subsequent light dinner shall also be indicated.

Nominee-registered shares

Holders of nominee-registered shares held through a bank or other custodian must request temporary registration under their own names in the share register at Euroclear Sweden AB in order to have the right to attend the AGM. This means that the shareholder must notify the nominee in good time before Friday 5 April 2013, when (at the latest) such a registration must be completed.

Proxies etc.

Shareholders may appoint one or more proxies. The shareholder shall in such case issue a written and dated power of attorney for the proxy. The power of attorney is valid maximum one year from issuance, unless a longer validity period has been specifically stipulated, however maximum five years. If the power of attorney is granted by a legal entity, authorisation documents (certificate of registration or corresponding) must be enclosed. The power of attorney and authorisation documents (if applicable) should be submitted to the company in good time before the AGM using the address stated above. A power of attorney form is available on the company's website at www.profilgruppen.se/koncern.



Proposed agenda

- 1 The AGM is opened
- 2 Election of a chairman for the AGM
- 3 Preparation and approval of the voting list
- 4 Approval of the Board's proposed agenda
- 5 Election of one or two people to verify the minutes
- 6 Confirmation that the AGM has been duly convened
- 7 Submission of the annual report and the auditors' report and also the consolidated accounts and consolidated auditors' report. In conjunction therewith:
 - a. Speech by the CEO
 - b. The auditor's report regarding the audit work during 2012
- 8 Decision regarding adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet
- 9 Decision regarding allocations of the company's profit or loss as per the adopted balance sheet
- 10 Decision regarding discharge from liability for the members of the Board and the CEO
- 11 Report regarding the nomination committee's work and its proposals
- 12 Decision regarding the number of Board Members and deputies
- 13 Election of the members of the Board and Chairman of the Board
- 14 Submission for approval of the fees for the Chairman of the Board, the members of the Board and remuneration committees
- 15 Submission for approval of the fee for the auditor
- 16 Election of auditor
- 17 Proposal for authorisation to be granted to the Board to decide on new issues of shares
- 18 Proposal regarding nomination committee for the AGM 2014
- 19 Submission for approval of guidelines for remuneration for senior executives
- 20 Closing of the AGM

The nomination committee's proposals for decision

Paragraphs 2, 12, 13, 14, 15, 16 and 18 - Chairman for the AGM, number of board members and auditors, fees, board members and chairman of the board, auditor and Nomination committee

The nomination committee, which for the AGM 2013 consists of Lars Johansson (chairman of the nomination committee, shareholder), Eva Färnstrand (Chairman of the Board), Gunnel Smedstad (shareholder) and Carl Östring (representing the shareholder Ringvägen Venture AB, shareholder), together representing slightly more than 40 percent of the votes in the company, proposes the following:

Paragraph 2 Eva Färnstrand is to be appointed as chairman of the AGM 2013.

Paragraph 12 The number of Board Members appointed by the AGM shall remain unchanged and will amount to five with no deputies.

Paragraph 13 Reelection of Board Members Susanna Hilleskog and Mats Egeholm, Bengt Stillström and Thomas Widstrand is proposed. Kåre Wetterberg is proposed as new board member, in addition he is also proposed as Chairman of the Board. If the assignment of the Chairman of the Board's is terminated prematurely, the Board shall among itself elect a new Chairman.

Information about the board members proposed to be reelected and newly elected could be found under the tab "Annual General Meeting 2013" on the company's website www.profilgruppen.se/koncern and will also be available at the AGM.

Paragraph 14 Fees payable to the Board shall be the following: fee of SEK 340,000 (previous year SEK 250,000) to the Chairman of the Board and fee of SEK 125,000 (previous year SEK 125,000) to each of the Board Members elected by the AGM and not employed by the group. Board members are allowed to invoice their fees through own companies provided that it is cost neutral for the company

The remuneration- and audit committees are included in the Board's tasks and no additional fees will be awarded (SEK 0). No fees will be paid to Board Members and deputies elected by the employees (SEK 0).

Paragraph 15 The nomination committee proposes that remuneration for auditors is to be paid in accordance with approved invoices.

Paragraph 16 The nomination committee proposes reelection of the registered accounting firm Ernst & Young Aktiebolag for the period up until the closing of the AGM 2014, whereby Ernst & Young has announced that the chartered accountant Johan Thuresson is intended to be appointed as auditor in charge.

Paragraph 17 The nomination committee proposes that the nomination committee shall consist of four members and that the AGM shall assign the Chairman of the Board, before the end of the third quarter, to contact the three largest shareholders and in consultation with them appoint members who will, together with the Chairman of the board, comprise the nomination committee.

The nomination committee will among itself appoint a chairman.

The composition of the nomination committee shall be published on the company's website not later than six month before the AGM 2014. In case a member of the nomination committee resigns, the remaining members shall nominate a suitable substitute for the nomination committee, if they deem it is necessary.

The duties of the nomination committee are to propose Chairman of the Board and other Board Members for the AGM 2014 or other General Meeting election, chairman of the AGM and Board, committee, and auditor fees. The nomination committee will also propose auditors and, where appropriate, procedures for the nomination of a new nomination committee. The proposals of the nomination committee shall be submitted to the Board in due time to be published in conjunction to the notice of the AGM.

Further information from the nomination committee will be provided as stated below under "Other information".

The Board's proposals for decision

Paragraph 9 - Dividend

In the light of the Group's result the Board is proposing that no dividend shall be paid for the financial year of 2012 (previous year SEK 0 per share).

Paragraph 17 - Authorisation for the Board to decide on new issues of shares

The Board proposes that the AGM authorises the Board to, during the period up until the next AGM, on one or more occasions, with or without preferential rights for the shareholders, decide upon new issues of maximum 400,000 shares, in total corresponding to approximately eight percent of the share capital on the date of this notice. The decision on new issue of shares may contain conditions stating that the shares issued may be paid in kind, through set-off or as else to be subscribed for, as set forth in the Swedish Companies Act chapter 13, section 5, first paragraph, 6. The Board is further authorised to decide on the other terms of a new issue of shares.

The reason for the authorisation is to enable the company to issue shares as payment for acquisitions of companies or shares of companies and/or assets, which the Board deems to be of value to the ProfilGruppen group's activities, or in order to strengthen the company's capital position.

Paragraph 19 – Guidelines for remuneration for senior executives

A remuneration committee, appointed by the Board, prepares proposals for remuneration guidelines for the Group's CEO and other senior executives. The Board proposes that the guidelines described below shall apply during 2013. The proposal is based on the long term remuneration policy of the company, which has been revised during March 2013.

The guidelines encompass the CEO and the other members of the company management team, currently seven persons in total, including the CEO. The total remuneration may consist of a fixed salary, variable remuneration, pension benefits and other benefits. The variable remuneration, which can amount to a maximum of 25 percent of the fixed salary, is linked both to the Group's profit after financial items (maximum 15 percent of the fixed salary) and to defined individual targets (maximum 10 percent of the fixed salary). The variable remuneration is conditional upon a positive net profit for the Group and will be adjusted retroactively in case it has been paid out on a clearly incorrect basis. Agreements regarding pension benefits are entered into on an individual basis and the pension cost

may amount to a maximum of 30 percent of the fixed salary. Other remuneration and benefits shall be in accordance with the market and facilitate for the employee to fulfill his/her tasks. Employment contracts for members of the company management team shall include a notice period of six to 12 months for a termination given by the company, and six months if the employee terminates the contract. The fixed salary under the period of termination and the severance payment may not in total exceed the fixed salary for 12 months. The Board may deviate from the guidelines in individual cases, if there special grounds for such deviation.

Majority decision

For a valid decision under paragraph 17, approval by shareholders representing at least two thirds of the votes given as well as the shares represented at the AGM, is required.

Other information

The number of shares in the company on the day of this notice amounts to 4,932,517, corresponding to 4,932,517 votes.

The annual report and the auditors' report, the auditors' statement regarding the guidelines for remuneration and the Board's complete proposals with associated documents are held available at the company's premises, Östra Industriområdet, Åseda, and at the company's website, www.profilgruppen.se/koncern, as of 21 March 2013 at the latest.

Proposals of the nomination committee and its statement on the motivations are held available at the company's premises as well as at the company's website.

Copies of the documents mentioned will be sent to shareholders upon request, stating their postal address. All documents will also be held available at the AGM.

The shareholders are informed about their right to request information at the AGM regarding circumstances which may have an impact on the assessment of a matter on the agenda and circumstances which may have an impact on the assessment of the company's financial situation.

Åseda, March 2013
PROFILGRUPPEN AB (publ.)

Board of Directors

Contactperson

For more information regarding the nomination committee's proposals, please contact Lars Johansson, Chairman of the nomination committee. Mobile: +46 (0)70 658 39 05.

*This information is published in accordance with applicable laws, listing agreements and regulations.
The information was submitted for publication at 12.00 CET on March 6, 2013.*