

## Press release

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Åseda, 18 February, 2015

### 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 26 March 2015 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 20 March 2015, and
- register with the company not later than Friday 20 March 2015. Registration for attendance at the AGM can be made by the registration form on the company's website at [www.profilgruppen.se/koncern](http://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 20 March 2015, 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](http://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 2014
- 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 regarding nomination committee for the AGM 2016
- 18 Submission for approval of guidelines for remuneration for senior executives
- 19 Closing of the AGM

## The nomination committee's proposals for decision

### *Paragraphs 2, 12, 13, 14, 15, 16 and 17 - Chairman for the AGM, number of board members and auditors, fees, board members and chairman of the board, auditor and Nomination committee*

ProfilGruppen's nomination committee, which was appointed according to the principles resolved on by the 2014 AGM, comprises Bengt Stillström (Ringvägen Venture AB), chairman of the nomination committee, Lars Johansson, shareholder, Kåre Wetterberg, Chairman of the Board and Mats Egeholm, shareholder, together representing over 50 percent of the votes in the company. The nomination committee proposes the following:

*Paragraph 2* Kåre Wetterberg is to be appointed as chairman of the AGM 2015.

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

*Paragraph 13* Re-election is proposed of the Board Members Susanna Hilleskog, Mats Egeholm, Bengt Stillström, Thomas Widstrand and Kåre Wetterberg. It is proposed that Kåre Wetterberg be elected 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 re-elected could be found under the tab "Annual General Meeting 2015" on the company's website [www.profilgruppen.se/koncern](http://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 340,000) 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 2016, whereby Ernst & Young has announced that the chartered accountant Franz Lindström 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 months before the AGM 2016. 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 2016 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 2014 (previous year SEK 0 per share).

#### ***Paragraph 18 – Guidelines for remuneration for senior executives***

The Board proposes that the guidelines described below shall apply during 2015. The proposal is based on the long term remuneration policy of the company, which has been revised in February 2015.

The guidelines encompass the CEO and the other members of the company management team, currently five 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 to the Group's profit and in specific cases only to defined individual targets. 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 generally include a mutual notice period of six months. The Board may deviate from the guidelines in individual cases, if there special grounds for such deviation.

**Other information**

The number of shares in the company on the day of this notice amounts to 7,398,775, corresponding to 7,398,775 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](http://www.profilgruppen.se/koncern), as of 6 March 2015 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, February 2015  
PROFILGRUPPEN AB (publ.)

Board of Directors

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*This information is of the type that ProfilGruppen AB (publ) is obligated to disclose in accordance with the Swedish Securities Exchange and Clearing Operations Act and/or the Financial Instruments Trading Act. The information was issued for publication on February 18, 2015 at 10:00 a.m. CET*