

Indutrade AB (publ) Box 6044, SE-164 06 Kista, Sweden  
Visitors' address: Raseborgsgatan 9  
Phone: + 46 8 703 03 00  
Fax: + 46 8 752 79 39  
E-mail: info@indutrade.se  
www.indutrade.se



*This information is in accordance with the Swedish Securities Market Act, the Swedish Financial Instruments Trading Act and/or the regulations of Nasdaq OMX Stockholm. The information was submitted for publication at 10 a.m. on 26 March 2012.*

*This is a non-official translation of the Swedish original wording. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.*

## Press release

### Notice of 2012 Annual General Meeting

The Annual General Meeting of Indutrade Aktiebolag (publ) will be held at 4 p.m. on Thursday, 3 May 2012, at Summit, Razorfish lecture hall, Grev Turegatan 30, Stockholm, Sweden.

#### **A. RIGHT TO PARTICIPATE AND NOTIFICATION OF ATTENDANCE**

To be entitled to participate at the Annual General Meeting, shareholders must be listed in the shareholder register maintained by Euroclear Sweden AB on Thursday, 26 April 2012, and notify the Company of their intention to participate at the Meeting no later than Thursday, 26 April 2012. Notification of intention to participate at the Meeting can be made by post to Indutrade Aktiebolag, Box 6044, SE-164 06 Kista, Sweden; by phone at +46-8-703 03 00; or by fax at +46-8-752 79 39. Notification of intention to participate can also be given by filling out a form on Indutrade's website, [www.indutrade.se](http://www.indutrade.se). The notification must state the shareholder's name, national ID number/corporate registration number, address and phone number. Information provided in the notification will be data-processed and used only for the 2012 Annual General Meeting. Shareholders are entitled to bring one or two assistants. Proxies, registration certificates and other authorisation documents must be on hand at the Annual General Meeting, and should, in order to facilitate entrance to the Meeting, be sent to the Company by no later than Thursday, 26 April 2012. Proxies must be presented in original.

Shareholders whose shares are registered in the name of a nominee must request registration of their shares in their own names in the shareholder register as per Thursday, 26 April 2012, in order to be entitled to participate in the Meeting. Such registration can be temporary.

#### **B. ITEMS OF BUSINESS**

##### **B.1 Proposed agenda**

1. Opening of the Meeting
2. Election of a chairman to preside over the Meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to check the minutes
6. Determination as to whether the Meeting has been duly convened
7. Report on the work of the Board of Directors and its committees
8. Presentation of the annual report and consolidated accounts, and in connection with that, the President's report on operations for the year
9. Presentation of the audit report and the audit report for the group, and of the auditor's statement regarding whether the Company has adhered to the guidelines for compensation of senior executives that have applied since the preceding Annual General Meeting

10. Resolutions on:

- (a) adoption of the income statement and balance sheet, and of the consolidated income statement and consolidated balance sheet
  - (b) distribution of the company's earnings in accordance with the adopted balance sheet
  - (c) the record date, in the event the Meeting resolves to distribute profits
  - (d) discharge from liability to the Company of the directors and the President
11. Report on the work of the Nomination Committee
12. Resolution on the number of directors
13. Resolution on directors' fees
14. Election of directors and the Chairman of the Board
15. Resolution on auditors' fees
16. Adoption of instructions for the Nomination Committee
17. Resolution on the Board's proposed guidelines for compensation and other terms of employment for senior executives
18. Closing of the Annual General Meeting

B.II Dividend

The Board proposes a dividend of SEK 6.75 per share.

Tuesday, 8 May 2012, is proposed as the record date for payment of the dividend. Provided that the Meeting resolves in accordance with the proposal, dividends are expected to be distributed by Euroclear Sweden AB on Friday, 11 May 2012.

B.III Election of a chairman to preside over the Meeting, Board of Directors, etc.

The Nomination Committee has been composed of Carl-Olof By, Industrivärden; Claes Boustedt, L E Lundbergföretagen; Anders Algotsson, AFA Insurance; Håkan Sandberg, Handelsbanken Pension Foundation and Handelsbanken Pension Fund; and Bengt Kjell, Chairman of the Board of Indutrade. Carl-Olof By served as Nomination Committee chair. The Nomination Committee proposes the following:

AGM chairman:

Klaes Edhall, attorney

Number of directors:

The Board shall consist of seven directors and no deputies.

Directors' fees:

The fee levels for the Directors are proposed to be unchanged, meaning a fee of SEK 450,000 for the Chairman of the Board, SEK 225,000 for each of the other non-executive directors, and SEK 50,000 for the Audit Committee chair. No special fee shall be paid for committee work, other than the fee paid to the Audit Committee chair.

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#### Board of Directors:

Re-election of Ulf Lundahl, Eva Färnstrand, Bengt Kjell, Mats Olsson, Martin Lindqvist and Johnny Alvarsson, and new election of Krister Mellvé. Michael Bertorp has declined re-election.

Krister Mellvé has many years of experience in international industry, particularly in manufacturing and marketing. He served for 18 years with the Robert Bosch Group in Europe, Australia and Asia, most recently as President of the subsidiary in South Korea. Prior to this he spent 19 years with the trading company Benzlers, active in manufacturing and sales of industrial transmission equipment.

Bengt Kjell is proposed to be re-elected as Chairman of the Board.

#### Auditors' fees:

Fees payable on account (unchanged).

#### Instructions for the Nomination Committee:

The Nomination Committee shall be composed of representatives of four of the largest shareholders (ownership-grouped) in terms of votes as well as the Chairman of the Board, who shall call the Nomination Committee to its first meeting. The Nomination Committee chair shall be the board member who represents the largest shareholder. In the event a member leaves the Nomination Committee before its work is finished and the Nomination Committee finds it suitable, the former member shall be replaced by a new member representing the same shareholder or, if that shareholder is no longer one of the largest shareholders, by a member representing the shareholder next in turn in terms of size. If the ownership structure changes significantly before the Nomination Committee's assignment is completed, the composition of the Nomination Committee can be changed in a way that the Committee finds it suitable if the Committee so decides. The composition of the Nomination Committee ahead of the 2013 Annual General Meeting shall be based on the ownership information provided in the register kept by Euroclear Sweden AB as per 31 August 2012, and shall be announced as soon as the Committee has been appointed, but not later than six months before the Annual General Meeting. No fees shall be paid to the members of the Nomination Committee. Any costs for the work of the Nomination Committee shall be borne by the Company. The Nomination Committee's mandate period expires when the composition of the new Nomination Committee has been announced.

#### B.IV The Board's proposed guidelines for compensation and other terms of employment for senior executives

The Board of Indutrade Aktiebolag proposes that the Annual General Meeting adopt the following guidelines for compensation and other terms of employment for senior executives.

Indutrade shall apply compensation levels and terms of employment necessary to be able to recruit and retain management with high qualifications and the ability to achieve set objectives. The forms of compensation shall motivate members of the executive management to perform their utmost in order to safeguard the interests of the shareholders.

The forms of compensation shall therefore be in line with the going rate in the market and shall be straightforward, long-term and quantifiable. Compensation of members of executive management shall normally consist of a fixed and a variable portion. The variable portion shall reward clear, goal-related improvements in simple, transparent structures and shall have a cap.

The fixed salary for members of the executive management shall be in line with the going rate in the market and shall be commensurate with the individual's expertise, responsibilities and

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performance. The variable compensation component for members of the executive management shall normally not exceed 7 months' salary and shall be coupled to the achievement of goals to improve the Company's and respective business areas' level of earnings, and the Group's growth.

Incentive programmes in the Company shall mainly be share price-related and cover persons in senior positions in the Company who have a significant influence over the Company's results of operations and growth, and shall be based on the achievement of set targets. An incentive programme shall contribute to the long-term commitment to the Company's development and shall be implemented on market terms.

Non-monetary benefits for members of the executive management shall facilitate the individuals in the execution of their duties and correspond to what can be considered to be reasonable in respect of practice in the market in which the respective executive is active.

Pension terms for members of the executive management shall be in line with the going rate in the market in respect of what applies for peer executives in the market in which the executive works and should be based on a defined contribution pension solution or correspond to a public pension plan (in Sweden the ITP plan).

Severance pay for members of executive management shall not exceed a total of 24 months' salary in the event the Company serves notice, and 6 months in the event the member of the executive management gives notice.

By executive management is meant in this context the President and CEO, the Chief Financial Officer, the Business Area presidents, and the Group Controller.

The Board's Remuneration Committee deals with and conducts drafting work on remuneration matters regarding members of the executive management, for decision by the Board. The Remuneration Committee thus prepares and draws up proposals for decision regarding the terms of employment for the President, and the Board evaluates the President's performance on a yearly basis.

The President consults with the Remuneration Committee regarding the terms of employment for other members of the executive management. The Board shall have the right to depart from the aforementioned guidelines for compensation of the executive management if there are special reasons in a particular case.

## **C. SHARES AND VOTES**

The number of shares and votes in the Company at the time of this notice was 40,000,000.

## **D. DOCUMENTS**

Accounting records (including the Board's proposed distribution of profits and statement pursuant to Ch. 18 § 4 of the Companies Act), the audit report, the Board's complete proposal for compensation and other terms of employment for senior executives, the auditors' statement on whether the guidelines for compensation and other terms of employment for senior executives for the time since the preceding Annual General Meeting have been adhered to, and proxy forms will be on hand at the Company for the shareholders and on the Company's website, [www.indutrade.se](http://www.indutrade.se), three weeks before the Meeting. These documents can also be ordered by post from Indutrade Aktiebolag, Box 6044, SE-164 06 Kista, Sweden, or by fax at +46-8-752 79 39, and will also be sent to shareholders who so request, provided they provide their postal address. The documents will also be on hand at the Annual General Meeting.

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## **E. DISCLOSURES AT THE ANNUAL GENERAL MEETING**

The Board of Directors and President shall, if requested by any shareholder, and if the Board believes that it can be done without causing material harm to the Company, provide disclosures on conditions that could affect the assessment of a matter on the agenda, including conditions that could have an effect on the assessment of the Company's or a subsidiary's financial situation as well as of the Company's relations with another Group company. A shareholder who wishes to submit questions in advance can do so by post to Indutrade AB, Box 6044, SE-164 06 Kista, Sweden, or by e-mail to [info@indutrade.se](mailto:info@indutrade.se).

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Stockholm, March 2011  
Indutrade Aktiebolag (publ)  
*The Board of Directors*

For further information, please contact:  
Kennet Göransson, CFO, tel +46 8 703 03 18.