

## PRESS RELEASE

### Notice to attend the Annual General Meeting

Notice is hereby given to the shareholders of VBG GROUP AB (publ) of the Annual General Meeting of Shareholders to be held on Tuesday, 12 May 2009, at 5:00 p.m. on the company's premises at Herman Kreftings gata 4, Vänersborg.

#### Notification

Shareholders wishing to attend the meeting must

- be listed in the share register kept by Euroclear Sweden AB (formerly VPC AB) by not later than 6 May 2009
- notify the company by not later than 4:00 p.m. on 6 May 2009.

Notification may be given in writing to VBG GROUP AB (publ), Box 1216, SE-462 28 Vänersborg, Sweden; by telephone to +46 521 27 77 00; by fax to +46 521 27 77 93; via the company's website [www.vbggroup.com](http://www.vbggroup.com), or by e-mail to [inger.vilhelmson@vbggroup.com](mailto:inger.vilhelmson@vbggroup.com).

The notification of attendance must include name and personal or corporate identity number.

Shareholders who are represented by a proxy should send a power of attorney with the notification of attendance. Anyone representing a legal entity must produce a copy of the registration certificate or other document showing the person(s) authorised to sign on behalf of the legal entity.

Shareholders whose shares are registered to a nominee must have the shares re-registered in their own name by the nominee in good time before 6 May 2009 (voting rights registration).

#### Agenda

1. Election of Chairman of the meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of one or two persons to verify the minutes
5. Determination of whether the meeting has been duly convened
6. Presentation of the Annual Report and the Audit Report as well as the consolidated accounts and the Audit Report on the consolidated accounts
7. Resolutions concerning
  - a) adoption of the Income Statement and the Balance Sheet, as well as the Consolidated Income Statement and the Consolidated Balance Sheet
  - b) appropriations of the company's profit or loss according to the adopted Balance Sheet
  - c) discharge of the members of the Board of Directors and of the Managing Director from liability
8. Determination of the number of members and deputy members of the Board of Directors
9. Determination of fees to be paid to the Board of Directors and the auditors

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10. Election of members and deputy members of the Board of Directors
11. Resolutions on the Board of Director's proposed guidelines for remuneration and other terms of employment for senior officers
12. Authorisation from the AGM to the Board of Directors to use own shares as payment in connection with acquisitions
13. Appointment of members of a Nominating Committee
14. Other matters incumbent upon the General Meeting according to the Companies Act or the Articles of Association.

#### **Election of Chairman of the meeting (item 1)**

The Nominating Committee proposes that Chairman Peter Hansson be elected Chairman of the 2009 AGM.

#### **Dividend (item 7b)**

The Board of Directors proposes a dividend of SEK 1.00 per share 2009 with record date on 15 May 2009. If the AGM approves this proposal, the dividend is expected to be distributed by Euroclear Sweden starting 20 May 2009.

#### **Fees (item 9)**

The fees proposed for the Board of Directors total SEK 565,000, of which SEK 130,000 is to be paid to the Chairman, SEK 110,000 to the Deputy Chairman and SEK 95,000 each to the other Board members, plus SEK 5,000 per attended meeting. SEK 20,000 each is to be paid to the members of the Audit Committee and the Nominating Committee. This is unchanged compared with last year's fees. No fee is paid to the Managing Director. Fees to auditors are proposed to be paid as billed, upon approval, for work performed.

#### **Election of Board of Directors (item 10)**

The Nominating Committee proposes re-election of Board members Peter Hansson, Anders Birgersson, Johnny Alvarsson, Staffan Ekelund and Helene Richmond, and election of Hans-Göran Persson for the first time. It is proposed that Peter Hansson be elected Chairman and Johnny Alvarsson Deputy Chairman. Peter Augustsson has declined re-election.

Hans-Göran Persson, born 1946, MSc. Econ., has held senior positions at Autoliv, SKF, Volvo Cars and Saab Cars. In recent years he has been active as a consultant at Odhe & Co in product development, supply chain & sourcing.

Shareholders representing more than 65 per cent of the number of votes for all shares in the company support the proposals.

#### **Resolution concerning guidelines for remuneration and other terms of employment for senior officers (item 11)**

The Board of Directors proposes that the AGM resolve that the same guidelines for remuneration to senior officers that were adopted by the 2008 AGM shall apply.

The guidelines pertain to remuneration and other terms of employment for the VBG GROUP's Group Management and other senior officers.

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Fixed salaries shall be market-level and based on the individual's responsibilities and performance. In addition to a fixed annual salary, variable remuneration which is limited and based on the Group's financial performance compared with established goals shall also be paid. The variable salary for the Managing Director and CEO is limited to a maximum of 50 per cent of the fixed annual salary and for other senior officers to a maximum of 33 per cent of the fixed annual salary.

In addition to the above remunerations, other benefits may also be provided such as company car and healthcare.

The management generally enjoys pension benefits as provided by law and collective agreement (ITP plan). It is, however, possible for the individual to opt for other pension arrangements at the same cost for the company. Persons residing outside Sweden receive the pension benefits that are customary in each particular country.

For officers residing in Sweden, the period of notice of termination on the part of the company is 12 months and on the part of the employee 6 months. Severance pay in addition to salary during the period of notice may not exceed one year's salary.

For officers residing outside Sweden, periods of notice and severance pay that are customary in each particular country are applied.

The Compensation Committee decides on salaries and other terms of employment.

#### **Resolution on authorisation (item 12)**

The Board of Directors proposes that the AGM authorise the Board to resolve on one or more occasions up until the 2010 Annual General Meeting that repurchased shares can be transferred, notwithstanding the shareholders' pre-emption rights, and that non-cash payment can be made for such transferred shares. This authorisation enables the Board of Directors to use the Company's own shares as payment for acquired companies.

#### **Nominating Committee (item 13)**

Shareholders representing more than 65 per cent of the number of votes for all shares in the company propose that Reidar Öster, Staffan Ekelund and Åke Persson comprise the Nominating Committee. At the same time, the Nominating Committee appointed by the AGM is given a mandate, based on the shareholder situation on 31 August 2009 and in consultation with major shareholders, to appoint an additional member itself. The name of the additional member of the Nominating Committee shall be given on the company's website by not later than 30 September 2009.

#### **Other**

The Annual Report and Audit Report, as well as other key documents, will be available at the company's office (address: VBG GROUP AB, Box 1216, SE-462 28 Vänersborg, Sweden) at least two weeks before the General Meeting and can be sent to shareholders who give their mailing address on request.

Vänersborg, April 2009

Board of Directors of VBG GROUP AB (publ)

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