

## **Semcon AB (publ)**

### **Notice to attend the Annual General Meeting of Shareholders**

The shareholders of Semcon AB (publ), corporate identity number 556539-9549, are hereby invited to attend the Annual General Meeting at 3 p.m. on Wednesday 29 April 2009 at the company's office on Theres Svenssons gata 15, Göteborg, Sweden.

### **Participation**

Shareholders wishing to participate in the AGM shall:

- be registered in the Shareholders' Register held by Euroclear Sweden AB (formerly VPC AB) as of 23 April 2009; and
- have notified the company of their intention to attend by 4 p.m. on 23 April 2009. Shareholders may be accompanied by at most two assistants, provided that the company is notified of this by the above date

Notification of participation at the Meeting shall be made in writing to Annika Tedenhag, 417 80 Göteborg, Sweden, by telefax to +46 31-721 03 33, by email to [annika.tedenhag@semcon.se](mailto:annika.tedenhag@semcon.se) or by telephone to +46 31-721 03 06. Notification should include name, social security number or organization number, shareholdings, address, telephone number (business) and name(s) of assistant(s).

### **Shares registered to trustees**

Shareholders whose shares are registered in the name of a trustee and who would like to participate in the Shareholders' Meeting must temporarily re-register their shares in their own name. Re-registration must be requested from the trustee and be executed at Euroclear Sweden AB (formerly VPC AB) by 23 April 2009. Shareholders who desire such re-registration must notify their trustees well in advance of this date.

### **Representatives**

Representatives shall have in their possession a written, signed and dated power of attorney (original) with them at the Shareholders' meeting. The power of attorney may not be more than one year old. If the power of attorney is issued by a legal entity, a certified copy of the registration certificate, or other document demonstrating the signatory's authority to sign for the legal entity, must be included.

To make entry to the meeting easier, copies of the power of attorney and other necessary documents should be attached to the letter notifying Semcon of attendance at the meeting.

Forms granting power of attorney are available in Swedish and English on the company's website, [www.semcon.se](http://www.semcon.se)

### **Number of shares and votes**

There are 18,112,534 shares and votes in the company. The company owns 326,450 of the total shares.

### **Proposed Agenda**

1. Opening of the Shareholders' Meeting
2. Election of chairman of the Shareholders' Meeting
3. Drafting and approval of the voting list
4. Approval of the agenda
5. Election of two people to approve the minutes
6. Review as to whether the Shareholders' Meeting has been duly convened
7. Presentation of the annual report, auditors' report and consolidated accounts and consolidated auditors' report, along with a presentation of the work of the Board in 2008 by the President; questions from the meeting to the Board and management team.
8. Decision regarding adoption of the income statement and balance sheet and the consolidated income statement and the consolidated balance sheet.
9. Decision regarding appropriation of the company's profits according to the adopted balance sheet.
10. Decision regarding indemnification of the board members and the CEO
11. Presentation of the work and proposals of the nominations committee.
12. Decision regarding the number of Board members and deputies.
13. Decision regarding remuneration to the Board of directors.
14. Determination of remuneration to the auditors.
15. Election of Board chairman, Board members and deputies.
16. Decision regarding nominations committee.
17. Decision regarding guidelines for determining salaries and other remuneration to senior executives.

18. Decision relating to the 2008 Share Savings Scheme concerning authorization for the Board to decide on the transfer of ordinary shares.

19. Decision to authorize the Board to decide on new issues of shares.

20. Decision to authorize the Board to decide on (a) acquisitions of ordinary shares and (b) transfer of ordinary shares.

21. Decision on changes to articles of association (method of general meeting notification)

22. Other matters.

23. Closing of the shareholders' meeting

## **Matters to be decided**

### ***Point 2. Election of chairman for the meeting***

The nominations committee, appointed in accordance with the procedure decided by the 2008 AGM, comprises Christer Ericsson, JCE Group, chairman of the nomination committee; Erik Sjöström, Skandia Liv; Kerstin Stenberg, Swedbank Robur Fonder, and Semcon's chairman Hans-Erik Andersson, who together represent around 53% of the votes associated with all the shares in the company. The nominations committee proposes Hans-Erik Andersson as chairman of the Meeting.

### ***Point 9. Decision regarding appropriation of the company's profits according to the adopted balance sheet***

The Board proposes that no dividend be paid out, as was the case last year.

### ***Point 12. Decision regarding the number of Board members and deputies***

The nominations committee proposes no changes from last year, and that there be six ordinary Board members and no deputies.

### ***Point 13. Decision regarding remuneration to the Board of directors***

The nominations committee proposes that the total fee to the Board be unchanged from last year at SEK 1,200,000, of which SEK 400,000 to the chairman and SEK 200,000 to each of the Board members elected by the meeting and not already an employee of the company or a subsidiary, and that no special fees be paid for work on Board committees.

***Point 14. Determination of remuneration to the auditors***

The 2007 AGM elected Deloitte AB as auditors of the company up to the time of the end of the 2011 AGM. The nominations committee proposes that the fee paid to auditors be made on open account, as last year.

***Point 15. Election of Board chairman, Board members and deputies***

The nominations committee proposes re-election of Hans-Erik Andersson as chairman and Board member, and re-election of Kjell Nilsson, Marianne Brismar, Gunvor Engström, Jorma Halonen and Håkan Larsson as Board members. Information on the board members is available on the company's website, [www.semcon.se](http://www.semcon.se).

Håkan Larsson through his work as Chairman of Consafe Logistics Holding AB cannot be considered as independent in relation to the major shareholders in the company. Through his position as President and CEO, Kjell Nilsson cannot be considered as independent in relation to the company and the senior management team. Furthermore, through his position as Chairman of Bruks Holding AB, he cannot be considered independent in relation to major shareholders in the company. Otherwise, all the other Board members can be considered independent in relation to the company, the senior management team and major shareholders.

***Point 16. Decision regarding the nominations committee***

The nominations committee proposes, as last year, that the company shall have a nominations committee, that no remuneration be paid to the committee although the company shall pay the costs of the committee, and that there be a nominations process with the following content. The nominations committee shall comprise the chairman of the Board and three, or in some cases four, additional members. Based on the shareholder statistics on 31 August, the chairman shall contact the three largest shareholders (based on number of votes) and ask each of them to appoint one member of the nominations committee. If a shareholder declines this offer, the offer shall be made to the next largest shareholder. The member proposed by the shareholder holding the most votes shall act as chairman of the nominations committee. If there are changes in the shareholder structure after 31 August and earlier than two months before the AGM, and if a shareholder consequently becomes one of the three largest shareholders and wishes to be represented on the nominations committee, then this shareholder shall have the right to either appoint an additional committee member or, if the nominations committee so decides, to appoint

a representative to replace the representative of the shareholder who has the least number of votes after the ownership changes. If a member of the nominations committee resigns or is unable to fulfill his or her obligations, then the chairman shall without delay ask the shareholder to appoint a new representative within a reasonable time. If the shareholder declines to replace a representative the place on the committee shall be offered to the next largest shareholder who has not already appointed a representative or who has refrained from doing so. The nominations committee shall perform the duties that from time to time arise in accordance with Swedish Code of Corporate Governance. The duties of the nominations committee include making proposals for (i) chairman of the AGM, (ii) chairman of the Board and other Board members, (iii) fees and other remuneration for Board assignments for each Board member, (iv) fees for auditors and, when applicable, selection of auditors and (v) fees for members of the nomination committee and proposals for the nomination process in general.

***Point 17. Decision regarding guidelines for determining salaries and other remuneration to senior executives***

The Board proposes that the meeting establish guidelines for determining salaries and other remuneration to senior executives with the following main content. The company shall have a remuneration level and other employment terms that are needed to recruit and keep key decision makers with the right skills and capabilities to achieve the company's objectives. Total remuneration – made up of various components such as fixed salary, bonus, participation in share-linked incentive scheme, pension benefits and other remuneration and benefits – shall be reasonable, competitive and market-based, and shall be decided with regard to, among other things, performance, position and importance for the Group. Fixed salary shall be paid for satisfactory work and shall normally be reviewed once a year. A bonus shall be offered, but shall be primarily based on results and bonus targets, established once a year, and be a maximum of 6 months' salary. Senior executives shall be given the right to arrange individual pension solutions. Pension solutions shall be premium-based. Notice of dismissal from the company's side shall be at most 12 months. Dismissal salary and severance compensation combined shall not exceed 12 months' salary. In addition, other remuneration and benefits may be offered to facilitate possibilities to complete work assignments. The Board has the right to deviate from these guidelines in individual cases if there is good reason.

To ensure continuity, the Board's proposals are in line with previous years' remuneration principles and agreements.

***Point 18. Decision relating to 2008 Share Savings Scheme concerning authorization for the Board to decide on the transfer of ordinary shares***

The Extraordinary Meeting of Shareholders held on 7 February 2008 decided to establish a long-term share savings scheme (“2008 Share Savings Scheme” or “the scheme”). The scheme comprises a maximum of 330,000 shares, of which 250,000 are matching shares available free of charge to participants in the scheme, and 80,000 shares that may be transferred by the company to cover costs associated with the scheme, primarily payroll overheads.

In the proposal for the scheme, it is stated that the Board intends prior to forthcoming AGMs to propose that the meeting authorizes the Board to transfer, via the stock market, a maximum of 80,000 of the company’s own shares to cover certain costs associated with the scheme.

The proposal, the main points of which are presented below and which corresponds to the previous year’s authorization, is a part of the implementation of the 2008 Share Savings Scheme, which is the reason for deviating from the preferential rights of existing shareholders. In addition to the reasons stated above, the reasons for the proposal are the same as those given for introducing the scheme.

The Board proposes that the meeting authorizes the board to transfer, prior to the next AGM, a total (including shares transferred as a result of the corresponding authorization of the 2008 AGM) of at most 80,000 ordinary shares, which have been converted from C shares (i.e. the shares that the previous AGM authorized the Board to issue and re-purchase), on Nasdaq OMX Stockholm with the aim of covering cost associated with the 2008 Share Savings Scheme, provided that the transfer can be executed at a price which is within the current price range for the share, and that payment shall be in cash.

***Point 19. Decision to authorize the Board to decide on new issues of shares***

The reason for the proposal, the main content of which is presented below, and the reason for deviating from preferential rights for existing shareholders, is that the Board wishes to create cost-efficient and flexible opportunities for making payments for acquisitions of companies or businesses or parts thereof.

The Board proposes that the meeting authorize the Board to decide, prior to the next AGM, on a new share issue with deviation from existing shareholders’ rights, of at most a total of 1,811,253 ordinary shares in Semcon to be used as liquidity in the financing or acquisition of companies or businesses or parts thereof, at which time the subscription price shall correspond to the share’s assessed market value.

Payment for the shares shall be in cash, with capital contributed in kind or through settlement of a receivable. On full utilization of the authorization to issue new shares, the total number of shares and votes in the company can increase by 1,811,253, representing dilution of around 10% of current shares and votes.

***Point 20. Decision to authorize the Board to decide on (a) acquisitions of ordinary shares and (b) transfer of ordinary shares***

The reason for the proposal, the main content of which is presented below and the reason for deviating from preferential rights for existing shareholders, is that the Board wishes to create cost-efficient and flexible opportunities to improve the company's capital structure and thus improve the share value and to make payments for or financing acquisitions of companies or businesses or parts thereof.

***(a) – Authorization for Board to decide on acquisitions of ordinary shares***

The Board proposes that the meeting authorize the Board to decide, prior to the next AGM, on the purchase of ordinary shares on the OMX Nordic Exchange Stockholm or through purchase offers directed to all owners of ordinary shares. Purchases of shares on each occasion shall be a maximum, after the purchase, of 10% of all shares in the company, purchases on the stock exchange shall be at a price within the current share price range, purchases linked with an acquisition offer shall have as their maximum price the market price at the time of the offer plus at most 20%, and payment shall be in cash.

***(b) – Authorization for Board to decide on transfer of ordinary shares***

The Board proposes that the meeting authorize the Board to decide, prior to the next AGM, on the transfer of ordinary shares to be as liquidity for the acquisitions of companies or businesses or parts thereof. Transfers on each occasion may be of the total number of ordinary shares owned by the company (except for ordinary shares generated through conversion of C shares), transfer may be made with deviation from preferential rights of existing shareholders, at a price corresponding to the share's assessed market value, and payment for the shares shall be with capital contributed in kind or through settlement of a receivable.

***21. Decision on changes to articles of association (method of general meeting notification)***

In order to enable implementation of more cost-effective rules for general meeting notification, which are expected to come into force when notification for the 2010 AGM is to be issued, the Board proposes that the meeting decide that the last paragraph of the articles of association § 11 shall be worded as follows:

"Notification to attend a general meeting shall be announced in Post- och Inrikes Tidningar and on the Semcon website. Confirmation that the notification has been issued shall be announced in Dagens Industri."

(Previous wording: "Notification to attend a general meeting shall be announced in Post- och Inrikes Tidningar and Dagens Industri.")

Furthermore, the Board proposes that the meeting's decision to make changes shall be conditional on the change in the method of general meeting notification according to the Companies Act (2005:551) having come into force and that the proposed new wording of the articles of association is consistent with the new wording in the Companies Act.

### **Special majority requirement**

For a decision relating to points 18-21 to be valid, the majority of votes must be a minimum of two-thirds of the votes registered at the meeting.

### **Full presentations of proposals, etc**

The annual report containing the auditors' report for 2008, the nominations committee's complete proposals in accordance with point 16, the Board's complete proposals concerning points 17-20, and the Board's statement in accordance with chapter 19, § 22 of the Swedish Companies Act, are all available on the company's website, [www.semcon.se](http://www.semcon.se)

They will also be available from the company at the above address and will be sent free of charge to shareholders who request them and indicate their postal address.

Göteborg March 2009  
Semcon AB (publ)

**The Board of Directors**