

April 4, 2008

## **Notice of Annual General Meeting of Shareholders, May 7, 2008**

In accordance with the listing agreement with OMX Nordiska Börs (the OMX Nordic Exchange), Duni AB hereby also announces, by issuing a press release, the content of the notice concerning Duni's Annual General Meeting on May 7, 2008.

Attachment: Notice of Duni's Annual General Meeting 2008.

For further information:

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

## Notice of the Annual General Meeting of Duni AB (publ)

The shareholders of Duni AB (publ) are hereby invited to attend the annual general meeting, to be held on Wednesday, 7 May 2008, at 3 p.m. at Palladium, Södergatan 15, Malmö. Registration starts at 2.15 p.m.

### **Notification of attendance**

Shareholders who wish to attend the meeting must, firstly, be listed in the shareholders' register maintained by VPC AB (the Swedish Central Securities Depository) on Wednesday, 30 April 2008, and secondly, give notice of their intention to attend the meeting no later than that day (30 April 2008) at 4 p.m. Notification shall be given by mail to Duni AB, Box 237, 201 22 Malmö, by fax 040-39 66 30, by e-mail to [bolagsstamma@duni.com](mailto:bolagsstamma@duni.com) or by telephone 040-10 62 00. Name, civic registration number/corporate registration number, address, telephone number and any accompanying persons, should be stated when notification is given.

Representatives of shareholders and corporate representatives shall deliver authorization documents to Duni well in advance of the annual general meeting. Proxy forms are available on Duni's website.

In order to attend the meeting, shareholders with custodian registered shares must have such shares temporary registered in their own names, in the shareholders' register maintained by VPC AB. This procedure, so-called voting rights registration, must have been effected on Wednesday, 30 April 2008, which means that the shareholders must inform the custodian well in advance of this date.

**Proposed agenda**

1. Opening of the meeting
2. Election of the chairman of the meeting
3. Preparation and approval of the voting list
4. Election of one or two persons to check the minutes
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda of the annual general meeting
7. Presentation of the annual report and the auditor's report, and the consolidated financial statements and the consolidated audit report
8. Speech by the president
9. Report on the work of the board of directors and the board committees
10.
  - a) Resolution on adoption of the income statement and balance sheet, and of the consolidated income statement and the consolidated balance sheet
  - b) Resolution on disposition of the company's profits in accordance with the approved balance sheet and record date for dividends, in case the annual general meeting decides a dividend
  - c) Resolution on discharge from personal liability 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 the remuneration to be paid to the chairman of the board of directors, the other directors and to the auditors
14. Election of directors
15. The proposal by the board of directors to authorize the board of directors to resolve on new issues of shares, warrants and/or convertibles
16. The proposal by the board of directors regarding guidelines for remuneration to the executive management
17. Proposal regarding the nomination committee
18. Closing of the meeting

**Proposals***Item 2 - Election of the chairman of the meeting*

The nomination committee has proposed Peter Nilsson, the chairman of the board of directors, as chairman of the annual general meeting.

*Item 10b – Resolution on disposition of the company's profits in accordance with the approved balance sheet and record date*

The board of directors proposes a dividend of SEK 1,80 per share and that the record date for the dividend be 12 May 2008. If the annual general meeting approves this proposal, payment through VPC AB is estimated to be made on 15 May 2008.

*Item 12-14 - Resolution on the number of directors; resolution on the remuneration to be paid to the chairman of the board of directors, the other directors, and to the auditors; and election of directors*

The nomination committee has proposed re-election of the directors Peter Nilsson, Harry Klagsbrun, Pia Rudengren and Sanna Suvanto Harsaae and new election of the directors Magnus Yngen and Anders Bülow. No deputies shall be elected. The previous directors Gun

Nilsson, Gerold Linzbach and Göran Lundqvist have declined re-election. The nomination committee has proposed that Peter Nilsson, as previously, is elected chairman of the board. The nomination committee has furthermore proposed that the chairman of the board of directors shall receive SEK 500,000 (no change from previous year) and other directors appointed by the annual general meeting SEK 250,000 each (no change from previous year). In addition, the chairman of the remuneration committee shall receive SEK 50,000 and the other members of the remuneration committee SEK 25,000 each, and the chairman of the audit committee shall receive SEK 100,000 and the other members of the audit committee SEK 50,000. Previously, no remuneration has been paid for work in the committees in Duni. The nomination committee has further proposed that fair remuneration to the auditors is to be paid as charged. Information about the proposed directors and a report on the work of the nomination committee can be found on [www.duni.com](http://www.duni.com) and will also be presented at the annual general meeting.

*Item 15 - The proposal by the board of directors to authorize the board of directors to resolve on new issues of shares, warrants and/or convertibles*

The board of directors proposes that the annual general meeting authorizes the board of directors, until the next annual general meeting, on one or several occasions, with or without deviation from the shareholders' preferential rights, to resolve on new issues of shares, warrants or convertibles. Resolutions that are passed by making use of the authorization may not, in the aggregate, involve an increase of the share capital by more than SEK 5,800,000 (distributed on not more than 4,640,000 new shares). The authorization shall also include the right to resolve on new issues where the shares are to be paid for with non-cash consideration or through set-off of a claim, or otherwise with terms and conditions pursuant to the Companies Act Ch. 13 Sec. 7, Ch. 14 Sec. 9, or Ch. 15 Sec. 9.

The reasons for deviating from the shareholders' preferential rights shall be to enable directed share issues for the purpose of acquisitions of complete or part of companies or businesses, alternatively for raising capital to be used for such acquisitions. The basis for the subscription price shall be the market price of the share.

*Item 16 - The proposal by the board of directors regarding guidelines for remuneration to the executive management*

The board of directors proposes that the annual general meeting shall adopt the following guidelines for remuneration to the executive management. Remuneration to the managing director and the nine other individuals in the executive management shall consist of base salary, a variable remuneration, long-term incentive programmes and additional benefits and pensions. The total remuneration shall correspond to market practice and be competitive, and be related to responsibility and authority. The variable remuneration shall be based on the outcome in proportion to defined and measurable targets. The variable remuneration shall not exceed the base salary. In the event of termination of employment initiated by the company, salary during the notice period together with severance pay shall not exceed 18 months salaries. Pension benefits shall be contribution based, unless specific reasons exist. The age of retirement for the senior management shall normally be 65 years, but in no case earlier than 62 years. The board of directors may deviate from these guidelines only if special causes exist in an individual case.

*Item 17 - Proposal regarding the nomination committee*

The nomination committee of the company proposes that the representatives of the nomination committee shall be appointed through a procedure where the chairman of the board of directors contacts the three largest shareholders in terms of votes as per 30 September 2008, and that such shareholders each appoints a representative to, together with the chairman of the board of directors, constitute the nomination committee up until the next annual general meeting, or, if applicable, up until a new nomination committee has been appointed. The nomination committee shall be convened no later than by 31 October 2008. If any of the three largest shareholders, in terms of votes, renounces from its right to appoint a representative, the right shall pass to the largest shareholder in turn. Should a representative resign from the nomination committee before its work is completed, shall, if considered necessary, a substitute be appointed by the same shareholder that has appointed the resigning representative, or, if this shareholder does not belong to the three largest shareholders in terms of votes anymore, by the new shareholder that belongs to this group. The nomination committee shall appoint one of its members chairman. The composition of the nomination committee shall be made public through a separate press release as soon as the nomination committee has been formed and no later than six months before the annual general meeting. In the event that the ownership structure is changed after the nomination committee has been composed such that one or several shareholders that have appointed a representative to the nomination committee is no longer in the group of the three largest shareholders in terms of votes, the composition of the nomination committee may be changed in accordance therewith if the nomination committee considers that it is necessary. The tasks of the nomination committee shall be to prepare, for the next annual general meeting, proposals in respect of number of members of the board of directors, remuneration to the members of the board of directors, remuneration, if any, for committee work, the composition of the board of directors, the chairman of the board of directors, resolution regarding the nomination committee, chairman at the annual general meeting and, where relevant, election of auditors and auditors fees.

**Specific majority requirements**

The proposal under item 15 is subject to the resolution by the annual general meeting being supported by shareholders representing at least 2/3 of the votes cast as well as the number of shares represented at the meeting.

There are in the aggregate 46,999,032 shares outstanding in Duni carrying one vote each; accordingly there are 46,999,032 votes.

**Available documents**

The accounts, the auditor's report and the complete proposals for decisions with respect to items 10b and 15-17 will be available to the shareholders as of 23 April 2008 at the company and on the company's website [www.duni.com](http://www.duni.com), and will also be distributed to shareholders that have requested it, and that have informed of their address.

Malmö, April 2008  
DUNI AB (publ)  
The Board of Directors