

Lund, March 12, 2009

# Axis AB: Notice of Annual General Meeting

**Axis AB (publ) is holding its Annual General Meeting at 5:00 p.m. on Wednesday, April 22, 2009, at Edison Park, Emdalavägen 14, LUND.**

## **Participation**

To be entitled to participate in the Annual General Meeting, shareholders shall

- be registered in their own name in the transcription of the share register kept by Euroclear Sweden AB (formerly VPC AB) (Swedish Securities Register Centre) as of Thursday, April 16, 2009, and
- **give notice of attendance to the Company not later than 4:00 p.m. Thursday, April 16, 2009**

## **Inclusion in the share register**

Shareholders whose shares are registered in the name of a nominee must ensure that the nominee registers the shares in the shareholder's own name, so that the shareholder is registered on April 16, 2009. Such registration may be temporary.

## **Notification of attendance**

Notification should include name, Swedish personal identity number or corporate registration number, address and telephone number and the number of shares represented. Notification should also state the number of assistants (however, not more than two) that the shareholder wishes to attend the Meeting. If a shareholder is represented by proxy, the power of attorney and – if the shareholder is a legal entity – certified copy of the certificate of registration, or other document demonstrating the signatory's authority to sign for the legal entity, must be sent to the Company in good time prior to the Meeting. The power of attorney may not be more than one year old. The power of attorney form is available on the Company's website: [www.axis.com](http://www.axis.com).

Notification of attendance shall be made in writing to Axis AB, Attn: Adrienne Jacobsen, Emdalavägen 14, SE-223 69 Lund, Sweden; or by telephone to Axis AB's head office, tel. +46 46 272 18 00; or via the Company's website: [www.axis.com](http://www.axis.com).

Any questions relating to participation in the Meeting will be answered by Ray Mauritsson, President, Axis AB, or by Adrienne Jacobsen.

## **Proposed agenda**

Opening of the Meeting.  
Election of the Chairman of the Meeting.  
Preparation and approval of the voting list.  
Approval of the Agenda.

Election of one or two persons approving the minutes.

Determination as to whether the Meeting has been duly convened.

Presentation of

- a) the annual report and the Auditor's report, and the consolidated accounts and the Auditor's report on the consolidated accounts,
- b) Auditor's statement as to whether the principles for determining remuneration to senior executives which applied since the previous Meeting have been followed,
- c) the Board of Directors' proposal for distribution of profits and statement of explanation.

Report by the President.

Resolutions:

- a) concerning the adoption of the income statement and the balance sheet, and of the consolidated income statement and the consolidated balance sheet,
- b) concerning the disposition of the Company's profit as set forth in the approved balance sheet,
- c) concerning the discharge of liability for the members of the Board of Directors and of the President.

Determination of the number of members and deputy members of the Board of Directors.

Determination of the fees payable to the Board of Directors and Auditor.

Election of Board members and Chairman.

Resolution regarding the Board of Directors' proposal regarding principles for determining salaries and other remuneration to the President and other members of company management.

Resolution regarding the Board of Directors' proposal regarding the procedure for appointing the members of the Nomination Committee, etc.

Other issues to be addressed by the Meeting in accordance with the Swedish Companies Act or the Articles of Association.

Closing of the Meeting.

### **The number of shares and votes**

The total number of shares and votes respectively in Axis AB amounts to 69,373,700 as at March 20, 2009.

### **Proposal regarding election of the Chairman of the Meeting (Item 2)**

The Nomination Committee, comprising Therese Karlsson, Martin Gren and Christer Brandberg, representing more than 43 % of the total number of votes in the Company, proposes that Lars-Erik Nilsson be elected Chairman of the Meeting.

### **Proposal regarding dividend (Item 9b)**

The Board of Directors proposes a dividend for the fiscal year 2009 of SEK 1.25 per share. The record date for the dividend is proposed to be April 27, 2009. If the Annual General Meeting resolves in accordance with the proposal, it is expected that the dividend will be disbursed by Euroclear Sweden AB on April 30, 2009.

### **Proposals regarding election of the Board of Directors and fees (Items 10-12)**

The Nomination Committee proposes

- that five (5) Board members shall be elected without any deputy members;

- that the Board members Lars-Erik Nilsson, Charlotta Falvin, Martin Gren, Olle Isberg and Göran Jansson shall be re-elected,
- that Lars-Erik Nilsson be re-elected Chairman of the Board,
- that the fee to be paid to the Board of Directors shall be unchanged compared to last year's thus totalling SEK 1,050,000 to be distributed among members who are not employees of the Company, with SEK 450,000 to the Chairman and SEK 200,000 to each of the other Board members.

It is to be noted that Öhrlings PricewaterhouseCoopers AB, with Authorised Public Accountant Bertil Johanson as Senior Auditor, was elected as Auditor at the Annual General Meeting in 2007, for a period of four years.

The Board of Directors proposes that the fees to the Auditor are paid against approved invoices.

**Proposal regarding principles for determining salaries and other remuneration to the President and other members of the company management (Item 13)**

The proposal of the Board of Directors regarding the principles for determining salaries and other remuneration to the President and other members of the company management implies that the principles adopted by the Annual General Meeting in 2008 shall, in all essentials, continue to be in force. Said principles can be found on the web page of the company, [www.axis.com](http://www.axis.com).

**Proposal regarding the procedure for appointing the members of the Nomination Committee, etc. (Item 14)**

The Board of Directors proposes that the Annual General Meeting resolves that the procedure currently applicable for appointing the members of the Nomination Committee, etc., shall also apply for 2009, that is, that members of the Nomination Committee shall be appointed in accordance with the following:

The three largest shareholders in the Company as of August 31 of the year before the Annual General Meeting shall, on September 30 the year before or at the latest six months before the Annual General Meeting, elect a representative each as a member of the Nomination Committee. The Nomination Committee shall then internally elect one of the members as the Chairman. In the event that any of the three largest shareholders waives its right to elect a representative to the Nomination Committee, the fourth largest shareholder shall instead elect a representative or, if the fourth largest shareholder also declines, the shareholders shall thereafter, in a descending order, elect a representative until three representatives are appointed. In the event that a member leaves the Nomination Committee before the work of the Nomination Committee is completed, the shareholder that appointed that member shall appoint a new member. In the event that this shareholder declines to appoint a new representative, the fourth largest shareholder shall instead elect a representative or, if the fourth largest shareholder also declines, the shareholders shall thereafter, in a descending order, elect a representative until a new representative is appointed.

The Nomination Committee shall draw up and present proposals to the Annual General Meeting for resolution on the following matters:

1. Election of the Chairman of the Meeting.
2. Determination of the Board of Directors' fees.

3. Election of the Chairman and other Board members.
4. Any proposals for changes in the procedures for appointing the Nomination Committee.

No fee is to be paid to the Nomination Committee. However, the Company is responsible for all reasonable costs related to carrying out the Nomination Committee's assignment.

### **Documents available prior to the Annual General Meeting**

The Annual Report and Auditor's Report and other documents that will be put forward to the Meeting according to item 7 of the proposed agenda will be available at the Company's head office at Emdalavägen 14 in Lund, Sweden, as from April 8, 2009 and will be sent to shareholders upon request.

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Lund, March 2009  
The Board of Directors of Axis AB (publ)

#### **For further information, please contact:**

*Margareta Lantz, Manager IR&Corporate Communications, Axis Communications*  
Phone: + 46 46 272 18 00, E-mail: [pressoffice@axis.com](mailto:pressoffice@axis.com)

#### **About Axis Communications**

*Axis is an IT company offering network video solutions for professional installations. The company is the global market leader in network video, driving the ongoing shift from analog to digital video surveillance. Axis products and solutions focus on security surveillance and remote monitoring, and are based on innovative, open technology platforms.*

*Axis is a Swedish-based company, operating worldwide with offices in more than 20 countries and cooperating with partners in more than 70 countries. Founded in 1984, Axis is listed on the NASDAQ OMX Stockholm, under the ticker AXIS. For more information about Axis, please visit our website at [www.axis.com](http://www.axis.com).*