



Stockholm 2010-03-25

## **PRESS RELEASE**

*This document is an unofficial translation of the corresponding Swedish document. In the event of any discrepancies between the text contained in this document and the Swedish document, the latter shall prevail.*

### **NOTIFICATION OF ANNUAL GENERAL MEETING OF NAXS NORDIC ACCESS BUYOUT FUND AB (PUBL)**

The shareholders of NAXS Nordic Access Buyout Fund AB (publ) (The "Company") are hereby invited to the Annual General Meeting (the "Meeting") on Wednesday, 28 April 2010 at 5:00 p.m. at the office of Advokatfirman Vinge, Smålandsgatan 20, Stockholm.

#### **RIGHT TO ATTEND THE MEETING**

Shareholder that wish to attend the Meeting,  
shall be registered in the share register maintained by Euroclear Sweden AB (former VPC AB) by Thursday, 22 April 2010,  
and preferably have notified their intention to attend the Meeting and of any representative/proxy/advisor who will represent/accompany the shareholder to the Meeting on Thursday, 22 April 2010. Notification shall be sent in writing to Delphi Law Firm, Attn: Annika Labbate, PO BOX 1432, SE-111 84 Stockholm, by fax to +46-8-20 18 84 or by email to annika.labbate@delphi.se. Notification shall include the shareholder's name, personal identification number/corporate registration number (or similar), address and daytime telephone number, as well as, wherever applicable, details of representatives, proxies and advisors. A maximum of two advisors may attend. To facilitate registration at the Meeting, notification, wherever applicable, should include a signed power of attorney, registration certificate and other documents proving identity.

#### **PROXY**

Shareholders represented by proxy must submit a dated power of attorney. If the power of attorney is executed by a legal person a certified copy of the certificate of registration or equivalent should be attached. The power of attorney and the certificate of registration may not be older than one year. The original power of attorney and certificate of registration

should be sent to the Company at the address mentioned above in good time prior to the Meeting.

### **Nominee-registered shares**

To be entitled to participate in the Meeting, shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own names in the share register maintained by Euroclear Sweden AB. Such registration must be duly effected in the share register maintained by Euroclear Sweden AB on Thursday, 22 April 2010, and the shareholders must therefore advise their nominees well in advance of this date.

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

There are in total 15,000,000 shares and votes in the Company.

### **AGENDA**

1. Opening of the Meeting
2. Preparation and approval of the list of shareholders entitled to vote at the Meeting
3. Election of Chairman of the Meeting
4. Presentation and approval of the agenda
5. Election of two persons, in addition to the Chairman, to verify the minutes
6. Determination of whether the Meeting has been duly convened
7. Addresses by the CEO, as well as the presentation of the annual report and the auditors' report, and of the consolidated financial statement and auditors' report on the consolidated financial statement
8. Resolutions concerning
  - a. adoption of the income statement and balance sheet, and of the consolidated income statement and consolidated balance sheet
  - b. appropriation of the Company's results
  - c. discharge of the Board members and the CEO from personal liability
9. Determination of the number of members of the Board and any deputies to be elected by the Meeting
10. Determination of the fees to be paid to the Board members and auditors
11. Election of members of the Board and any deputies, and Chairman of the Board
12. Proposal regarding principles for adoption of the nomination committee for the Annual General Meeting 2011
13. The Board's proposal for remuneration guidelines for the senior management
14. Closing of the Meeting

### **Item 8b: Appropriation of the Company's results**

The non-restricted equity of the Company amounts to SEK 597,563,476. The Board and the CEO propose that the available means of SEK 597,563,476 are carried forward and thus that no dividend shall be distributed.

**Items 3, 9-11. Proposals regarding election Chairman at the Meeting, determination of the number of members of the Board and any deputies to be elected by the Meeting, determination of the fees to be paid to the Board members and auditors of Board of Directors, election of members of the Board and any deputies, and Chairman of the**

## **Board**

Shareholders in the Company propose that the Meeting resolves in accordance with the following.

- The Chairman of the Board, Björn C. Andersson, is proposed to chair the Meeting;
- It is proposed that, for the period until the end of the next Annual General Meeting, the Board shall consist of four (4) members with no deputies;
- For the forthcoming period of office, it is proposed that director fees shall be paid in a total amount of SEK 675,000, of which SEK 225,000 shall be paid to the Chairman of the Board and SEK 150,000 shall be paid to each other member elected by the Meeting and who is not employed by the Company. It is proposed that auditor fees shall be paid in accordance with an approved invoice.
- The following Board Members are proposed for re-election: Robin Ahlström, Björn C. Andersson, Birgitta Johansson Hedberg and Clas Romander. It is also proposed that Björn C. Andersson is re-elected as Chairman of the Board.

### **Item 12: Proposal regarding principles for the appointment of the nomination committee for the Annual General Meeting 2011**

Shareholders in the Company propose that the Meeting shall resolve to adopt principles for the appointment of a nomination committee for the Annual General Meeting 2011 in accordance with the following.

The Chairman of the Board of Directors shall contact the two, by the end of the year's third quarter, in respects of voting power largest shareholders. These two shareholders are offered to appoint one representative each for the nomination committee, in which also a member of the Board of Directors shall be a member. If any of such shareholders choose not to exercise this right to appoint a representative, the right shall pass on to the shareholder who, after the aforementioned shareholders, has the largest shareholding. The Chairman of the nomination committee shall be the representative of the largest shareholder with respect to voting power.

If any of the shareholders who have appointed a member of the nomination committee sell a not insignificant part of their shareholding during the nomination committees' term and ceases to be a larger shareholder with rights to appoint a member of the nomination committee, the member who such shareholders has appointed should be dismissed from the nomination committee. Such member shall then be replace by a member appointed by the shareholder who, based on voting power following the sale, instead is on of the largest shareholders in the Company. If such shareholder does not utilize its right to appoint a member of the nomination committee, the procedure above shall be applied.

In the event a member no longer represents the shareholder who appointed him or her, or in any other way is dismissed from the nomination committee prior to the nominations committees work is complete, the shareholder shall be allowed to appoint a new member.

Fees shall not be paid to the members of the nomination committee.

The nomination committee shall pursue the tasks that, according to the Swedish Code of Corporate Governance, are the responsibility of the nomination committee.

### **Item 13: The Board's proposal for remuneration guidelines for the senior management**

The Board proposes that the Meeting resolves that the following guideline shall apply for remuneration for the Company's senior management for the time until the end of the next Annual General Meeting.

Remuneration to the Company's senior management shall be market based and competitive in order to enable the Company to attract and keep competent senior management. Remuneration shall therefore be appropriate in such a way that it motivates a long term value creation for the Company.

Remuneration can consist of four parts: fixed salary and fees, variable remuneration, which includes share- and share price related incentive programs, pensions, as well as other economic benefits.

The Board decides which structure the remuneration shall consist of to most efficiently fulfill its purpose. In the event variable remuneration shall be paid, these shall be connected to predetermined and measurable criteria as well as be designed with the aim to promote the Company's long term value creation. Variable remuneration may amount to a maximum of 50 percent of the fixed annual salary. Share- and share price related incentive programs, if any, shall be designed in a way which promotes unity of interest between the owners of the Company and the senior management.

The Board shall be entitled to deviate from the guidelines above in the event the Board deems that there are special reasons to motivate such deviation in a specific case.

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The annual report and the auditor's report as well as the board's proposal according to item 13, will be held available on the Company's office on Grev Turegatan 10, 1<sup>st</sup> floor, Stockholm, as from Wednesday, 14 April 2010, and will be sent to the shareholders who so request and who informs the Company of their postal address. The documents will also be held available on the Company's website [www.naxs.se](http://www.naxs.se). All documents above will also be presented at the Meeting.

Stockholm, March 2010  
*The Board of Directors*

## **Contact**

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*NAXS operates as a fund-of-funds with investments in Nordic buyout funds. The objective is to make the Nordic private equity market accessible for a broader range of investors, while offering liquidity through the Company's publicly traded shares. The investment strategy is oriented towards a selective but diversified fund portfolio. The Company's Certified Advisor on First North is E. Öhman J:or Fondkommission AB.*