



Welcome to the AGM for Systemair AB (publ)

The shareholders of Systemair Aktiebolag (publ) are hereby notified that the Annual General Meeting (AGM) will be held on Thursday 25 August 2011, at 3:00 p.m. in the auditorium at Systemair Expo in Skinnskatteberg, Sweden. Coffee will be served during registration, from 2:30 p.m.

Those who wish to take part in the production and product presentation held prior to the AGM, should meet at 1:30 p.m. In the same building where the AGM will be held. In connection with the meeting, a product presentation and a tour in the production facility located in the same building as Systemair Expo, will be held and starting at 1.30 pm.

Right to participate and notification

To be entitled to participate, a person must be entered as a shareholder in the share register maintained by Euroclear Sweden AB on Friday 19 August 2011, and must notify the Company no later than 4:00 p.m. on 19 August 2011 of their intention to participate.

Notification by e-mail, to mailbox@systemair.se, is the best method. You can also notify the Company by phoning +46(0)222-44000, by faxing +46(0)222-44099 or by posting your notification to Systemair AB, Reception, SE-739 30 Skinnskatteberg, Sweden. The notification should include your name, personal identification number or corporate identification number, address, phone number, any assistants attending and the number of shares. If you also intend to take the factory tour, you should notify the Company of this at the same time. Shareholders who send representatives to the AGM must issue dated proxy documents (powers of attorney) for their representatives. A proxy may not be more than one year old. The proxy form is available on the Company's website www.systemair.com or can be requested from Systemair AB, Reception, SE-739 30 Skinnskatteberg.

Any person representing a legal entity must present the entity's certificate of registration or an equivalent document attesting to the person's right to sign for the entity. Proxies, certificates of registration and other documents for authorisation must be available at the AGM and, to simplify admission to the meeting, should be sent to the Company no later than Friday 19 August. The original proxy document (power of attorney) must be presented.

To be entitled to participate in the AGM, any shareholder whose shares are registered in the name of a nominee must have the nominee re-register the shares in the shareholder's name so that the shareholder is entered in the share register no later than Friday 19 August 2011. This change need not be permanent.

Proposed agenda

1. Call the meeting to order
2. Elect the meeting chair
3. Prepare and approve the list of voters
4. Approve the agenda
5. Elect two persons to verify the minutes
6. Determine whether the AGM has been duly convened
7. Report on the work of the Board of Directors and its committees
8. Submit the annual report and consolidated financial statements and, in connection with this, the CEO's report on operations
9. Submit the audit report and consolidated audit report and the auditor's opinion whether or not the guidelines for remuneration for senior management, valid since the preceding AGM, have been followed
10. Vote:
 - (a) whether to adopt the income statement and balance sheet and the consolidated income statement and balance sheet for 2010/2011
 - (b) on the appropriation of the Company's profit according to the balance sheet adopted
 - (c) on a record date, if the AGM approves a dividend
 - (d) whether to discharge the CEO and the members of the Board from liability to the Company
11. Report on the work of the nominating committee
12. Vote on the number of members of the Board
13. Vote on the fees to be paid to the Board and the audit committee
14. Elect the Board of Directors and the Chairman
15. Vote on auditor fees
16. Vote on the nominating committee
17. Vote on the Board's proposed guidelines for remuneration and other conditions of employment for senior executives
18. Vote on the Board's proposed authorisation to approve the issue of new shares
19. Declare the meeting closed

Proposed resolutions

Shareholders who represent a total of 71.6% of the votes of all shares in the Company have notified the Company that they support the proposals in items 2, 10, 12, 13, 14, 15, 16, 17 and 18.

2. Elect the meeting chair

The nominating committee has consisted of Gerald Engström, Färna Invest AB; Gerhard Sturm, ebmpapst GmbH; Peter Rönström, Lannebo Fonder; and Lars Hansson, Chairman of the Board of Systemair AB.

Gerald Engström has chaired the nominating committee. The nominating committee proposes the following. Chair for the AGM: Lars Hansson.

10. Dividend

The Board of Directors proposes a dividend of SEK 1.75 per share. Tuesday 30 August 2011 is the proposed record date for the dividend. If the AGM resolves in favour of the proposal, the dividend is expected to be paid through Euroclear Sweden AB on Friday 2 September 2011.

12. Number of members of the Board

The nominating committee proposes that, during the coming term of office, the Board will consist of six ordinary members elected by the AGM and no deputies.

13. Proposed fees to be paid to the Board and the audit committee

The level of fees to individual Board members is proposed to be unchanged. Due to the fact that the Board is proposed to be increased with one person, the total fee will be increased to SEK 1, 200, 000 , including SEK 400,000 to the Chairman of the Board and SEK 200,000 to each of the other members not employed by the Company.

Remuneration to the audit committee is proposed to total SEK 100, 000 including SEK 50,000 to the committee chair and SEK 25,000 to each of the other members.

A fee of SEK 25,000 is proposed to be paid to each employee representative.

14. Elect the Board of Directors and the Chairman

The nominating committee proposes that Elisabeth Westberg, Lars Hansson, Göran Robertsson, Jürgen Zilling and Gerald Engström be re-elected. Lars Hansson is nominated for re-election as Chairman of the Board. Hannu Paitula is proposed as a new Board member.

Hannu Paitula, born in 1948, has been an industry adviser since 2009. Paitula previously held leading positions at an international level in Lindab, Fläkt Woods and ABB. He serves on the boards of Oras Ltd, Finland, WinGroup AG, Switzerland, and Biovica AB, Sweden.

15. Audit fees

It is proposed that fees be paid based on invoices

16. Vote on the nominating committee

The nominating committee shall consist of representatives from three of the biggest shareholders by votes as well as the Chairman of the Board, who shall convene the nominating committee for its first meeting. The nominating committee shall be chaired by the member who represents the biggest shareholder. If a member resigns from the nominating committee before his or her work is completed, and if the nominating committee deems it appropriate, a replacement representing the same shareholder will be offered a seat. If that shareholder is no longer among the biggest, a replacement from the shareholder who is next largest in size shall be offered a seat. If the shareholder structure otherwise changes significantly before the nominating committee's work is completed, it shall be possible to make a change in the composition of the nominating committee, if the nominating committee so decides, in a manner deemed appropriate by the nominating committee.

No remuneration will be paid to the members of the nominating committee. Any overhead expenses for the work of the nominating committee shall be borne by the Company. The nominating committee's term of office continues until the composition of the next nominating committee is announced.

The composition of the nominating committee shall be announced no later than six months prior to the 2012 AGM.

17. The Board's proposed guidelines for remuneration and other conditions of employment for senior executives
Remuneration to senior executives, based on the conditions in the market in which the Company operates and the environment in which each executive works, shall be competitive, enable the recruitment of new executives and motivate senior executives to remain at the Company.

The system of remuneration shall consist of a fixed salary and pension but may include variable salary and benefits such as a company car. In addition to the above, special incentive programmes approved by the AGM may apply. Fixed salary and benefits shall be determined individually based on the aforementioned criteria and the specific competence of the executive. Subject to the attainment of clearly established targets, variable salary will be paid as a proportion of the fixed salary and may equal no more than two months' salary. As a rule, pensions shall be paid through defined contribution plans. The size of the pension shall adhere to the same criteria as above and be based on fixed salary. The Board is entitled to depart from these guidelines if justified in any particular case.

18. Authorisation of the Board to approve the issue of new shares
The Board of Directors proposes that the AGM resolve to authorise the Board to approve, on one or more occasions up until the next AGM, an increase in the Company's share capital through the issue of new shares. Pursuant to such authorisation, the Company may issue no more than 10% of the number of shares in the Company. Each issue shall be based on market conditions. Such authorisation shall include the right to approve a cash issue, with or without deviating from shareholders' preferential rights, as well as an issue of new shares for capital contributed in kind or an offset issue. The reason for allowing deviations from shareholders' preferential rights is to enable the financing of acquisitions.

For the AGM to pass this resolution, the proposal must be supported by shareholders who control at least two-thirds of the votes cast and of the shares represented at the AGM.

Shares and votes

At 19 August 2011, the total number of votes and shares in the Company was 52,000,000.

Documents

The 2010/11 Annual Report and Audit Report will be available at the Company and on the Company's website www.systemair.se on or before 4 August and will be sent to those shareholders who so request. The complete resolutions proposed by the Board of Directors, as well as the auditor's opinion whether the guidelines for remuneration for senior management valid since the preceding AGM have been followed, will be available to shareholders on the Company's website, www.systemair.se, from 4 August. The documents will also be sent to those shareholders who request them and state their mailing address. The documents and reports mentioned above will also be available at the AGM.

Skinnskatteberg, July 2011

Board of Directors

Systemair AB (publ)