

# PRESS RELEASE

Stockholm 11 09 16

# Niscayah applies for delisting and convenes extraordinary general meeting to elect a new board of directors

Stanley Black & Decker Inc. ("Stanley Black & Decker") has on 2 September 2011 completed its public offer for Niscayah Group AB (publ) ("Niscayah" or the "Company"). Stanley Black & Decker at present controls approximately 95 percent of the shares in Niscayah, has extended the acceptance period up to and including 23 September 2011 for the purpose of acquiring additional shares, and has announced that they have resolved to initiate a compulsory acquisition procedure to acquire all remaining shares in the Company.

In view of the above the Board of Directors in Niscayah no longer considers it necessary for the Company to remain listed and has therefore resolved to apply for delisting of the Company's B-shares on NASDAQ OMX Stockholm. The last day of trading in the Company's B-shares on NASDAQ OMX Stockholm will be announced as soon as the Company has received confirmation from NASDAQ OMX Stockholm.

The Board of Directors has also resolved to convene an extraordinary general meeting for the purpose of electing a new Board of Directors. The meeting will be held on Monday 10 October 2011 at the Company's head office. For full notice please see below.

# EXTRAORDINARY GENERAL MEETING IN NISCAYAH GROUP AB (PUBL)

The Shareholders of Niscayah Group AB are hereby invited to attend an Extraordinary General Meeting to be held at 4.00 p.m. CET on Monday 10 October 2011, at Niscayah's head office at Lindhagensplan 70, Stockholm. Registration for the Extraordinary General Meeting starts at 3.00 p.m. CET.

## Notice of attendance

Shareholders who wish to attend the Extraordinary General Meeting must:

(i) be recorded in the share register kept by Euroclear Sweden AB on Tuesday 4 October 2011, and

(ii) notify the company of their intent to attend the Extraordinary General Meeting in writing to Niscayah Group AB, "EGM" c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden, or by telephone +46 10 458 80 78, or via the company



website <u>www.niscayah.com</u> on Tuesday 4 October 2011, at 4.00 p.m. CET at the latest.

When giving notice of attendance, the shareholder shall state name, personal identity number (corporate identification number), address, telephone number and number of shares. Proxy forms are held available on the company website <a href="https://www.niscayah.com">www.niscayah.com</a> and will be sent to shareholders who contact the company and submit their address. Proxy and representative of a legal person shall submit proof of authority to the Extraordinary General Meeting. As confirmation of the notification, Niscayah Group AB will send an entry card, which shall be presented at registration for the Extraordinary General Meeting.

In order to participate at the Extraordinary General Meeting, shareholders with nominee-registered shares must request their bank or broker to have the shares temporarily owner-registered with Euroclear Sweden AB by Tuesday 4 October 2011 at the latest. The shareholders must therefore notify their nominees in due time before the said date.

#### Agenda

# Proposal for Agenda

- 1. Opening of the Meeting.
- 2. Election of Chairman at the Extraordinary General Meeting.
- 3. Preparation and approval of the voting list.
- 4. Approval of the Agenda.
- 5. Election of one or two person(s) to approve the minutes.
- 6. Determination of compliance with the rules of convocation.
- 7. Determination of the number of members of the Board of Directors.
- 8. Determination of fees to the Board of Directors.
- 9. Election of members of the Board of Directors.
- Closing of the Meeting.

#### **Proposal for resolution**

SBD Holding AB (publ), which holds approximately 95.5 per cent of the shares and 96.9 per cent of the votes in the company, proposes (i) that the Board of Directors shall consist of six members without any alternate members, (ii) that no remuneration shall be paid to the members of the Board of Directors, (iii) that Craig Douglas, Bruce Ginnever, Håkan Gustavson, Nicholas Källsäter and David Schelin, shall be elected as new members of the Board of Directors and that Håkan Kirstein shall remain as a member of the Board of Directors up until the end of the next Annual General Meeting, and (iv) that Bruce Ginnever shall be elected as chairman of the Board of Directors.



More detailed information on the proposed members of the Board of Directors will be published on the company's website <a href="www.niscayah.com">www.niscayah.com</a> in due time prior to the Extraordinary General Meeting.

## Information at the extraordinary general meeting and number of shares

The Board and the Managing Director shall at the Extraordinary General Meeting, if a shareholder so requests and the Board believes that it can be done without significant harm to the company, provide information regarding circumstances that (i) may affect the assessment of an item on the agenda, (ii) circumstances that may affect the assessment of the company's or its subsidiaries' financial position or information concerning (iii) the company's relation with other companies within the group.

The total number of shares in the company amounts to 365,058,897 divided between 17,142,600 class A shares and 347,916,297 class B shares. The total number of votes in the company amounts to 519,342,297. At the time of this notice 1,492,835 class B shares are held by the company and do not entitle to any voting right.

Stockholm in September 2011

The Board of Directors

NISCAYAH GROUP AB (publ)

This press release is also available at www.niscayah.com.

#### For further information:

Håkan Gustavson, CFO <a href="mailto:hakan.gustavson@niscayah.com">hakan.gustavson@niscayah.com</a>

Else Schlasberg, Investor Relations + 46 10 458 8080

Niscayah Group AB (publ) discloses the information provided herein pursuant to the Swedish Securities Markets Act and/or the Swedish Financial Instruments Trading Act. This information was submitted for publication on 16 September 2011 at 17.30 CET