

## **NOTICE OF AN EXTRAORDINARY GENERAL MEETING OF RATOS AB (publ)**

Shareholders of Ratos AB (publ) are hereby invited to an Extraordinary General Meeting to be held at 9.30 CET on Thursday, 25 April 2013, at Ratos's premises at Drottninggatan 2, Stockholm.

### **Notification**

To be entitled to participate in the business of the Meeting, shareholders must

- (i) be recorded in the register of shareholders maintained by Euroclear Sweden AB no later than 19 April 2013,
- (ii) notify the company of their intention to attend no later than 19 April 2013.

Notification of attendance may be made by writing to Ratos AB, Box 1661, SE-111 96 Stockholm, or by telephone +46 8 700 17 00.

In order to be entitled to participate in the Meeting and exercise their voting rights, shareholders whose shares are registered in the name of a nominee must temporarily re-register their shares in their own names. Such registration must be effected at Euroclear Sweden AB by Friday, 19 April 2013. Shareholders are requested to inform their nominees in good time prior to this date.

Powers of attorney, certificates of incorporation and other authorisation documents should be submitted to the company at the above address no later than 16.00 CET on 19 April 2013 in order to facilitate access to the Meeting. Power of attorney forms are available on the company's website [www.ratos.se](http://www.ratos.se).

### **Proposed agenda**

1. Opening of the Meeting and election of the Chairman of the Meeting.
2. Preparation and approval of the voting list.
3. Election of two persons to verify the minutes together with the Chairman.
4. Determination of whether the Meeting has been duly convened.
5. Approval of the Agenda for the Meeting.
6. The Board's proposal for decision on approval regarding transfer of shares in the subsidiary BTJ Group AB.
7. Conclusion of the Meeting.

### **The Board's proposal for decision on approval regarding transfer of shares in the subsidiary BTJ Group AB (item 6)**

The Board proposes that the General Meeting approves the transfer of Ratos's shares in BTJ Group AB (556678-3998) (the "Company" or "BTJ group") to Per Samuelson or to a newly-formed acquisition company controlled by Per Samuelson. Per Samuelson is the Chairman of the Board of the Company.

Ratos and Litorina, together holding all the shares in the Company, have entered into an agreement regarding transfer of all shares in BTJ Group AB (556678-3998) to Per Samuelson or to a newly-formed company controlled by Per Samuelson. The transfer is subject to

Chapter 16 of the Swedish Companies Act (the so-called Leo regulations) and is thus conditional upon the approval by the General Meeting of Ratos.

BTJ Group is a supplier of media products and information services, primarily to libraries in Sweden and Finland. Ratos became the owner of BTJ Group in connection with the incorporation of BTJ Infodata in March 2004. During 2005 the BTJ Infodata Group was split whereby BTJ Group became a separate holding. Ratos' interest in the Company amounts to 66%.

The purchase price for all the shares in the Company amounts to SEK 1. Based on the Company's average net debt during 2012 the purchase price corresponds to an Enterprise Value of SEK 43 million. The Company's operative earnings before taxes (EBT) amounted to SEK -1 million in 2012. Budgeted operating EBT for 2013 amounts to SEK -3 million. During 2012, the owners have, with the assistance of an external financial advisor, conducted a sale process of BTJ Group without bids at a higher level than that of Per Samuelson's having been submitted. The transfer does not give rise to any significant capital gain or loss in Ratos. The transfer agreement contains customary representations and warranties and terms and conditions in general, considered to be market oriented by the Board of Ratos.

Given that Per Samuelson is the Chairman of the Board of the Company and thus belongs to the category of persons covered by Chapter 16 of the Swedish Companies Act, the resolution to approve the transfer in accordance with the Board's proposal requires the support by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the General Meeting.

### **Shares and votes**

On the date this notice was issued there are a total of 324,140,896 shares in the company, of which 84,637,060 are A shares with one vote each and 239,503,836 are B shares with one-tenth of a vote each, corresponding to a total of 108,587,443.6 votes. The company's treasury shares on the same date amount to 5,135,032 B shares, corresponding to 513,503.2 votes, which cannot be represented at the Meeting.

### **Disclosures at the Meeting**

The Board and CEO shall, if so requested by a shareholder, and the Board is of the opinion that this can be done without material damage to the company, make disclosures on (i) circumstances that might have an effect on assessment of an item on the agenda, and (ii) the company's relations to another group company.

### **Documentation**

The Board's complete proposal for decision appears above. The power of attorney form will be available at the company at Drottninggatan 2, Stockholm, and on the Company's website [www.ratos.se](http://www.ratos.se) from 4 April 2013. Documents will also be sent free of charge to shareholders who so request.

Stockholm, March 2013  
Ratos AB (publ)  
*Board of Directors*

Ratos EGM 2013

This document has been prepared in Swedish and translated into English. In the event of any discrepancies between the Swedish and the translation, the former shall take precedence.