

This is a non official translation of the Swedish original wording.  
In case of differences between the English translation and  
the Swedish original, the Swedish text shall prevail.



## NOTICE OF ANNUAL GENERAL MEETING IN BONG AB (publ)

The shareholders of Bong AB (publ) are hereby invited to attend the Annual General Meeting to be held on Wednesday 21 May 2014 at 4.00 p.m. CET in Bong's premises at Uddevägen 3 in Kristianstad.

The registration desk will be open from 2.30 p.m. CET. A tour in the factory will be arranged at 3.00 p.m. – 3.45 p.m. CET.

### A. Right to attend

Shareholders who wish to attend the Annual General Meeting ("AGM") must

- be recorded in the share register kept by Euroclear Sweden AB made as of Thursday 15 May 2014, and
- notify the company of their intention to attend the AGM no later than Thursday 15 May 2014, by any of the following alternatives:
  - By post to the address:  
Bong AB (publ)  
Att: Katarina Sjöström  
Hans Michelsensgatan 9  
SE-211 20 Malmö, Sweden
  - By telephone +46 40-17 60 41
  - By telefax +46 40-17 60 39
  - By e-mail to [anmalan.arsstamma@bong.com](mailto:anmalan.arsstamma@bong.com)
  - On-line at the company's website [www.bong.com](http://www.bong.com)

On giving notice of attendance, the shareholder shall state name, personal identity number or corporate identification number, address and telephone number, shareholding and the number of advisors that the shareholder wishes to bring to the General Meeting (maximum two advisors).

Shareholders represented by proxy must issue a document authorising the proxy to act on the shareholder's behalf. A proxy form is available on the company's website [www.bong.com](http://www.bong.com) and will be provided to shareholders who contact the company and state their address. Representatives of a legal entity shall present a copy of the certificate of registration or similar document of authorisation showing the persons authorised to act on behalf of the company. The original of the proxy and the document of authorisation should be sent to the company together with the notice of attendance.

In order to participate in the proceedings of the General Meeting, owners with nominee-registered shares must request their bank or broker to have their shares owner-registered with Euroclear Sweden AB. Such registration must be made as of Thursday 15 May 2014 and the banker or broker should therefore be notified in due time before said date.

## **B. Agenda**

### **Proposal for Agenda**

1. Opening of the Meeting.
2. Election of Chairman of the 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. Report by the President and CEO.
8. Presentation of
  - a. the Annual Report and the Auditor's Report and the Consolidated Financial Statements and the Group Auditor's Report,
  - b. the Board of Directors' proposal for disposition of the company's result, and
  - c. the statement by the auditor on the compliance with the guidelines for remuneration to management applicable since the last AGM, and
9. Resolution regarding
  - a. adoption of the Statement of Income and the Balance Sheet and the Consolidated Statement of Income and the Consolidated Balance Sheet,
  - b. appropriation of the company's profit according to the adopted Balance Sheet, and
  - c. discharge from liability of the Board of Directors and the President and CEO.
10. Determination of the number of board members and deputies.
11. Establishment of fees to the Board of Directors and the auditors.
12. Election of the members of the Board of Directors and auditors.
13. Election of members of the Nomination Committee.
14. Guidelines for remuneration of senior executives.
15. Closing of the Meeting.

### **Proposals for Resolutions**

#### **Appropriation of profit (9b)**

The Board of Directors has proposed that no dividend is to be distributed for the financial year 2013 and that the results of the company of totally SEK 739,522,181, including this year's result of SEK -21,375,329 should be carried forward.

#### **Proposal of the Nomination Committee (item 2 and items 10-12)**

The Nomination Committee, consisting of Stéphane Hamelin (Holdham S.A.), Christian Paulsson (Paulsson Advisory AB) and Ulf Hedlundh (Svolder Aktiebolag), has made the following proposals:

- that Mikael Ekdahl shall be elected Chairman of the AGM;  
that the Board of Directors shall consist of six board members without any deputies;  
that Stéphane Hamelin, Mikael Ekdahl, Anders Davidsson, Ulrika Eriksson and Eric Joan shall be re-elected as board members and that Christian Paulsson shall be elected as a

new board member for the period up to and including the AGM 2015, whereby it was noted that Christian W. Jansson has declined re-election;

that re-election shall be made of Stéphane Hamelin as Chairman of the Board;

that fees to the board members shall be paid by totally SEK 900,000 (committee work excluded) to be distributed among the board members as follows: SEK 300,000 to the Chairman and SEK 150,000 to each of the other board members elected at General Meetings and not employed with the company, and fees for work in the Audit Committee shall be SEK 100,000 to the Chairman of the Audit Committee and SEK 50,000 to each of the members;

that the accounting company PricewaterhouseCoopers AB shall be elected auditor of the company for a one year period of mandate, consequently, up to and including the AGM 2015, whereby the accounting company has informed that the authorised public accountant Eric Salander will be appointed as auditor in charge, and

that the auditor's fees shall be paid as per agreement.

Christian Paulsson (born 1975) has a Bachelor of Business Administration from European University Bruxelles and works in his own business as an active investor in smaller and medium-sized companies. Previous operational experiences includes inter alia deputy managing director and CEO of the business software company IBS AB and CEO of the securities brokerage company Lage Jonason AB. Prior to this, Christian Paulsson has extensive experience in Corporate Finance at inter alia Mangold Fondkommission, Alfred Berg/ABN Amro Fondkommission and Booz & Co. Christian Paulsson is a Board member of IBS AB (publ) and Apper Systems AB.

#### **Nomination Committee (item 13)**

Shareholders representing approximately 50 per cent of all shares and votes in the company have proposed that a Nomination Committee shall be appointed also for the AGM 2015 and:

that the Nomination Committee shall have three members;

that Stéphane Hamelin (Holdham S.A.), Christian Paulsson (Paulsson Advisory AB) and Ulf Hedlundh (Svolder Aktiebolag) shall be re-elected as members of the Nomination Committee;

that Stéphane Hamelin shall be elected as Chairman of the Nomination Committee;

that if a shareholder represented by any of the members of the Nomination Committee should substantially reduce its shareholding in the company or in the event a member no longer is employed with such shareholder or for any other reason should leave the Nomination Committee before the AGM 2015, the Nomination Committee shall be entitled to appoint another representative of the major shareholders to replace such member; and

that the tasks of the Nomination Committee shall be to prepare election of Chairman and other board members, election of auditor, election of Chairman of the AGM, fee issues and relating issues before the AGM 2015.

#### **Guidelines for remuneration of senior executives (item 14)**

The Board of Directors proposes that the AGM shall resolve for remuneration to the CEO and other senior executives as follows. By senior executives is meant officers of the management, at present consisting of the company's CEO, Chief Financial Officer (CFO), Business Manager Nordic, Business Manager Central Europe, Business Manager United Kingdom and Business Manager France and Spain.

Remuneration shall consist of fixed salary, variable remuneration, other benefits and pension. The aggregate remuneration shall be in accordance with market conditions and competitive in order to ensure that the Bong Group can attract and retain competent senior

executives. In addition to the above variable remuneration, long term incentive programs may be resolved upon from time to time.

The variable part of the salary shall have a pre-determined cap and may as a fundamental principle never exceed 60 per cent of the fixed annual salary. The variable part is based on earnings and cash flow as well as individual qualitative goals. The basic principle is that the variable remuneration is paid in accordance with the agreed-upon weighting between the interim goals if the interim goal has been achieved. The variable component is based on a vesting period of one year. The goals for senior executives are established by the Board of Directors. Pension benefits shall primarily be fee based, but can also for legal reasons be income based, although not at the Group Management level. Variable remuneration shall not qualify for pension. The Group Management is entitled to pensions under the ITP system or the equivalent. The retirement age is 65 years. In addition to the ITP plan, some members of Group Management are also entitled to an increased occupational pension premium so that the total equals 30 per cent of their fixed salary.

The Group Management's employment contracts include provisions governing remuneration and termination of employment. According to these agreements, employment can ordinarily cease on notice of termination by the employee within a period of notice of 4–12 months and on dismissal by the company within a period of notice of 6–18 months. On dismissal by the company, the period of notice and the period during which compensation is payable shall not together exceed 24 months.

Remuneration to the CEO and other senior executives is prepared by the Board of Directors' remuneration committee and resolved by the Board of Directors based on the remuneration committee's proposal. These guidelines shall apply to those persons who are included in the Group Management during the period the guidelines are in force. The guidelines shall apply to the employment contracts entered into after the Annual General Meeting's resolution, and to any changes in existing contracts. The Board of Directors shall have the right to deviate from the above guidelines if motivated by particular reasons on an individual basis.

### **C. Available Documentation**

The accounting documents and the Auditor's Report, the complete proposal of the Board of Directors for resolution according to item 14, as well as the statement by the auditor regarding whether the guidelines for remuneration to the management have been observed, are available to the shareholders at the company as from Wednesday 30 April 2014. Copies will also be sent to shareholders on request and be available at the General Meeting. The above documents and the Annual Report will as from said date also be available on the company's website [www.bong.com](http://www.bong.com).

### **D. Number of Shares and Votes in the Company**

At the issue of this notice, the total number of shares and votes in the company amounts to 156,659,604.

## **E. Information at the AGM**

The Board of Directors and the CEO shall at the AGM, if any shareholder so requests and the Board of Directors 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 and (iii) the company's relation to other companies within the group.

Kristianstad in April 2014  
*The Board of Directors*  
**BONG AB (publ)**

For further information please contact:

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*This information is of the kind that Bong AB (publ) are obliged to publish pursuant to the securities market act and/or the act on trade with financial instruments. The information was given for publication at 9.30 am on 14 April 2014.*

Bong is a leading provider of specialised packaging and envelope products in Europe, offering solutions for distribution and packaging of information, advertising materials and lightweight goods. Important growth areas in the Group are the Propac packaging concept and Russia. The Group has annual sales of approximately SEK 2.5 billion and about 2,000 employees in 15 countries. Bong has strong market positions in the majority of key markets in Europe, and the Group sees interesting possibilities for continued expansion and development. Bong is a public limited company and its shares are listed on NASDAQ OMX Stockholm Small Cap.