



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 20 May 2015 at 4.00 p.m. CET at Café Yllan, Väverigatan 2 in Kristianstad.

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 Wednesday 13 May 2015, and
- notify the company of their intention to attend the AGM no later than Wednesday 13 May 2015, by any of the following alternatives:
 - By post to the address:
Bong AB (publ)
Att: Mattias Östberg
Box 516
SE-291 25 Kristianstad, Sweden
 - By telephone +46 44-20 70 45
 - By e-mail to anmalan.arsstamma@bong.com
 - At the company's website 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 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 Wednesday 13 May 2015 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. Resolution on payment to Holdham S.A. in accordance with amendment agreement.
16. 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 2014 and that the results of the company of totally SEK 666,894,462, including this year's result of SEK -72,623,719 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 Ek Dahl shall be elected Chairman of the AGM;

that the Board of Directors shall consist of five board members without any deputies;

that Eric Joan, Stéphane Hamelin, Mikael Ek Dahl and Christian Paulsson shall be re-elected as board members and that Helena Persson shall be elected as new board member for the period up to and including the AGM 2016, whereby it was noted that Anders Davidsson has resigned as board member during 2014 and that Ulrika Eriksson has declined re-election;

that re-election shall be made of Eric Joan as Chairman of the Board;

that fees to the board members shall be paid by totally SEK 750,000 (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 2016, whereby the accounting company has informed that the authorised public accountant Mathias Carlsson will be appointed as auditor in charge, and

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

Helena Persson (born 1970) has a Bachelor of Human Resources Management from Lund University and works as a HR-consultant with assignments within areas of changes, redundancy processes and implementation of new HR processes. Helena Persson holds a HR position within E.ON Wind Sweden AB and has previous experience from managing positions within consultancy business as well as in manufacturing industry inter alia as HR Director for Pergo Europe AB, HR Manager for Clinical Data Care as well as Ombudsman for Swedish Faramceutical Association and Akademikerförbundet SSR. Helena was a member of the board of directors of Pergo Golv AB from 2010 to 2013 and has also been a board member of Akademikerförbundet SSR.

Nomination Committee (item 13)

Shareholders representing approximately 43 per cent of all shares and votes in the company have proposed that a Nomination Committee shall be appointed also for the AGM 2016 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 reelected 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 2016, 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 2016.

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 also Business Manager Nordic, Chief Financial Officer (CFO), 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 component is based on a vesting period of one year. The targets for the senior executives will be determined 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.

Resolution on payment to Holdham S.A. in accordance with amendment agreement (item 15)

On 8 September 2010, Bong AB ("Bong") and Holdham S.A. ("Holdham") entered into a share purchase agreement in respect of Bong's acquisition of the Hamelin group's envelope division. The acquisition included inter alia a share issue in kind after which Holdham became the

main shareholder in Bong.

During the period between signing of the share purchase agreement and closing of the acquisition, the European Commission (the "Commission") conducted dawn raids at the premises of Bong, the Hamelin group and several other European companies active within the envelope business.

Due to the Commission investigation, Bong and Holdham entered into an amendment agreement to the share purchase agreement by which the parties committed to be liable for their own potential fines to the Commission and to hold the counterparty harmless for fines relating to their own business (the "Amendment Agreement").

On 10 December 2014, the Commission reached its decision in the matter and both Bong and the Hamelin group were imposed fines. In order to fulfill its undertaking in the Amendment Agreement, Holdham had previously notified the Commission that any fine attributable to the Hamelin group should be addressed to Holdham as the former owner of the companies. Holdham has also paid these fines to the Commission.

Holdham has now requested payment of EUR 776,382 in accordance with the Amendment Agreement, and the Board of Directors of Bong has requested a legal opinion in order to ensure that payment can be made in accordance with the Swedish Companies Act. It has thereby been established that it would be appropriate if the resolution was passed by the company's shareholders at the annual general meeting.

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 and 15, 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 29 April 2015. 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.

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 2015

The Board of Directors

BONG AB (publ)

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 2.00 pm on 13 April 2015

Bong is a leading provider of specialized 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 Eastern Europe. The Group has annual sales of approximately SEK 2.5 billion and about 1,800 employees in 16 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 Stockholm Small Cap.

For further information, please contact Håkan Gunnarsson, CFO for Bong AB. Tel (switchboard) 46 44-20 70 00