

# NOTICE TO ATTEND THE ANNUAL GENERAL MEETING

Shareholders of Ferronordic Machines AB are hereby given notice to attend the Annual General Meeting to be held on May 20, 2013 at 1:30 pm

Location: Odlander, Fredrikson & Co AB / HealthCap Advisor AB's offices, Strandvägen 5B, Stockholm

### RIGHT TO PARTICIPATE

Shareholders who wish to attend the Annual General Meeting must on May 17, 2013 be registered in the Company's share register.

#### PROPOSED AGENDA

- 1. Opening of the meeting;
- 2. Election of chairman of the meeting;
- 3. Drawing up and approval of the voting list;
- 4. Approval of the agenda;
- 5. Election of one or two persons to certify the minutes;
- 6. Determination of whether the meeting was duly convened;
- 7. Presentation of the submitted annual report and auditors' report;
- 8. Resolutions
  - a) regarding the adoption of the income statement and balance sheet,
  - b) regarding allocation of profit or loss in accordance with the adopted balance sheet, and
  - c) regarding the discharge from liability of the Board members;
- 9. Determination of fees for the Board and for the auditors;
- 10. Determination of the number of Board members who are to be elected by the shareholders;
- 11. Election of the Board, the auditors and possible deputy auditors;
- 12. Election of the Nomination Committee;
- 13. Special company signatory

# ITEM 8 - ALLOCATION OF PROFITS; DISCHARGE FROM LIABILITY

- b) The Board proposes that all funds at the disposal be carried forward to new account.
- c) It is proposed that the directors are granted discharge from liability for the financial year 2012.

### **ITEM 9 - REMUNERATIONS**

The Nomination Committee proposes that an annual remuneration of SEK 300,000 shall be paid to the Chairman of the Board, SEK 250,000 to the non-executive Vice Chairman and an annual remuneration of SEK 150,000 shall be paid to each other ordinary director elected by the shareholders. However, no remuneration shall be paid to directors who are employed by the company or any of its subsidiaries.

It is proposed that fees to the auditors shall be paid continuously during the auditors' term, in accordance with approved invoices.

### ITEM 10 - NUMBER OF BOARD MEMBERS

The Nomination Committee proposes that the General Meeting resolve that the number of Board members elected by the shareholders shall be eight (8).

### ITEM 11 - ELECTION OF THE BOARD

The Nomination Committee proposes that Per Olof Eriksson (Chairman), Lars Erik Ebbe Eberhardson (Executive Vice Chairman), Eva Marika Fredriksson, Martin Leach (Vice Chairman), Lars Erik Mikael Corneliusson, Tom Kajsson Jörning, Sven Magnus Brännström, shall be re-elected as Board members and that Kristian Viggo Manuel Terling shall be newly elected as a Board member.

It is proposed that KPMG will continue as the Company's auditor, with Mattias Lötborn as the main responsible auditor, without any deputy auditor.

### ITEM 12 – ELECTION OF THE NOMINATION COMMITTEE

It is proposed that Mikael Brantberg, representing Russian CE Distribution Investors LLC, as chairman, Stefan Charette, representing Creades AB, and Rune Andersson, representing Mellby Gård AB shall be reelected as Nomination Committee members.

#### ITEM 13 – SPECIAL COMPANY SIGNATORY

The Board proposes that the General Meeting should elect Anders Blomqvist as special company signatory until the end of the next Annual General Meeting.

## REGISTRATION

In order to prepare the General Meeting, shareholders who wish to attend the General Meeting must notify the Company of their intention to participate not later than May 13, 2013 at 1:30 pm by email to Anders Blomqvist (anders.blomqvist@ferronordic.ru). Shareholders who intend to participate at the General Meeting by proxy are requested to indicate the name of their proxies and submit powers of attorney in writing, dated and signed by the relevant shareholder.

## **DOCUMENTATION**

Annual report, auditor's report and other decision data will be available at the Company on Hovslagargatan 5B, - SE 111 48 Stockholm as from four weeks before the General Meeting and will be sent to shareholders who so request.

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Stockholm April 19, 2013
Ferronordic Machines AB
The Board of Directors