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## P R E S S R E L A S E 1 March 2006

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# Notice of AGM 4 April 2006

**Ratos's Annual General Meeting will be held on Tuesday, 4 April at 5.30 p.m. in Berwaldhallen, Stockholm. The complete notice of the meeting is available at [www.ratos.se](http://www.ratos.se) where attendance can also be notified. Complete company documentation will be available at Ratos's head office and on the company's website [www.ratos.se](http://www.ratos.se) from 21 March.**

### **Board of Directors**

The Nomination Committee proposes re-election of Board members Olof Stenhammar, Lars Berg, Staffan Bohman, Peggy Bruzelius, Göran Grosskopf, Arne Karlsson (CEO), Jan Söderberg and Per-Olof Söderberg. Olof Stenhammar is proposed as Chairman of the Board. Mr. Stenhammar is also proposed as Chairman of the AGM. All Board members are independent of the company except Arne Karlsson. Jan Söderberg and Per-Olof Söderberg are not independent in relation to major shareholders.

### **Proposed dividend SEK 9.00**

The Board proposes a dividend of SEK 9.00 per share (8.50) of class A and B. The record date for the right to receive dividends is 7 April and dividends are expected to be paid on 12 April.

### **Redemption, split and bonus issue**

The Board proposes a mandatory redemption combined with a share split and a bonus issue. A 3:1 share split is proposed where each Ratos share will be split into two new ordinary shares and one so-called redemption share with record date 24 April. The proceeds of SEK 19 per each redemption share from the mandatory redemption are expected to be paid out on 22 May.

### **Share buy-backs**

The Board of Directors proposes that the Annual General Meeting gives the Board a mandate to decide, during the period until the next Annual General Meeting, on repurchase of a maximum number of shares so that the company's holding at any time does not exceed 7% of all the shares in the company. The purpose of the buy-backs is to give the Board more room for manoeuvre in its work to create value for the company's shareholders.

### **Incentive programme**

The Board proposes a decision to issue a maximum of 500,000 call options on repurchased Ratos shares to be transferred at a market premium to a maximum of 15 key employees within Ratos. The intention is that option purchases should be partly subsidised. It is further proposed that the Annual General Meeting decides on a transfer of a maximum of 500,000 shares in the company when the above-mentioned options are exercised.

## **New Articles of Association**

In compliance with the new Swedish Companies Act, the Board proposes that new, amended, Articles of Association, are adopted by the AGM.

## **Nomination Committee**

The Nomination Committee proposes that the AGM assigns the Chairman, in consultation with the largest owners of the company, to form a Nomination Committee ahead of the 2007 AGM. The Committee shall consist of at least four members of which the Chairman should be one. The members of the committee should be announced no later than six months ahead of the 2007 AGM.

For further information:

Olof Stenhammar, Chairman Ratos, +46 8 700 17 45

Arne Karlsson, CEO Ratos, +46 8 700 17 45

Financial calendar from Ratos:

AGM	4 April 2006, at 5:30 p.m.
Interim report January-March 2006	11 May 2006
Interim report January-June 2006	24 August 2006
Interim report January-September 2006	10 November 2006

Ratos is a listed private equity company. The business concept is to maximise shareholder value over time by investing in, developing and divesting primarily unlisted companies. Ratos thus offers stock market players a unique investment opportunity. The equity of Ratos's investments is approximately SEK 10 billion. Ratos's holdings include Alimak Hek, Arcus, Anticimex, Atle Industri, Bisnode, Bluegarden, BTJ Nordic, Camfil, DIAB, Gadelius, GS-Hydro, Haendig, Haglöfs, HL Display, Hägglunds Drives, Industri Kapital, Inwido, Lindab, Overseas Telecom and Superfos.