

Notice of attendance to Annual General Meeting 2006

A. Notice of attendance

Shareholders who wish to attend the Annual General Meeting must

- (i) be registered in the share register kept by VPC AB (the Swedish Securities Register Centre) as per Thursday 20 April 2006;
- (ii) notify the Company of their intent to attend the Annual General Meeting in writing to Munters AB, Box 430, SE-191 24 SOLLENTUNA, Sweden, by telephone +46 8 626 63 00, by fax +46 8 754 68 96 or by e-mail [[a href="mailto:info@munters.se">info@munters.se\], by Thursday 20 April 2006 at 12.00 a.m. CET at the latest.](mailto:info@munters.se)

Shareholders who wish to be represented by a representative must submit a proxy. Any representative of a legal entity shall present a copy of a registration certificate or any similar documents showing the authority to sign for the legal entity.

To be entitled to participate at the Meeting, shareholders whose shares are registered in the name of a trustee must have their shares temporarily re-registered in their own name with VPC AB. Such re-registration must be implemented no later than Thursday 20 April 2006 and shareholders must, therefore, notify their trustees well in advance of said date.

B. Proposal for Agenda

- 1. Opening of the Meeting.
- 2. Election of Chairman of the Meeting.
- 3. Preparation and approval of voting list.
- 4. Approval of the Agenda.
- 5. Election of persons to attest the Minutes.
- 6. Review of procedures to establish if the Meeting has been duly convened.
- 7. The Managing Director's report.

8. Presentation of the Annual Report and the Auditor's Report and the Consolidated Accounts and the Group Auditor's Report.
9. Resolution regarding adoption of the Statement of Income and the Balance Sheet as well as the Consolidated Profit and Loss Account and the Consolidated Balance Sheet, as per 31 December 2005.
10. Resolution regarding dispositions in respect of the Company's profit according to the adopted Balance Sheet and determination of record date for dividend.
11. Resolution regarding discharge from liability of the Board of Directors and the Managing Director.
12. Establishment of the number of members and deputy members of the Board of Directors.
13. Establishment of fees to the Board of Directors and Committees.
14. Election of members, deputy members and chairman of the Board of Directors.
15. Resolution regarding authorization of the Board of Directors to buy back own shares.
16. Resolution regarding issue of warrants for shares bought back and transfer of shares bought back.
17. Resolution on amendment of the articles of association
18. Appointment of Election Committee.
19. Question raised by Amnesty Business Group regarding human rights policy
20. Closing of the Meeting.

Proposals

In accordance with the decision at the Annual General Meeting 2005 an Election Committee has been appointed, comprising Carl-Olof By, Industrivärden, Gustaf Douglas, Latour, Jan-Erik Erenius, AMF Pension, Cecilia Lager, SEB funds, Jan Andersson, Robur funds and Berthold Lindqvist, Chairman of Munters. The Election Committee has as stated below submitted proposals in regard to items 2, 12, 13 and 14 on the Agenda. Shareholders jointly representing approximately

52.5 percent of the votes in the Company have announced their intention to support all the proposals of the Election Committee.

Election of Chairman of the Meeting (item 2)

The Election Committee proposes that Berthold Lindqvist, Chairman of the Board of Directors, is elected Chairman of the Annual General Meeting 2006.

Dividend (item 10)

The Board of Directors proposes a dividend of SEK 5.50 per share, or a total of MSEK 135. As record date for the dividend the Board of Directors proposes 2 May 2006. If the Annual General Meeting passes a resolution in accordance with the proposal it is expected that the dividend will be distributed by VPC AB on 5 May 2006.

Proposal for election of Board of Directors and Fees (items 12-14)

The Election Committee has proposed the following:

The Board of Directors and its fees

The Board of Directors shall consist of seven members without any deputy members. The Election Committee proposes re-election of Anders Ilstam, Bengt Kjell, Eva-Lotta Kraft, Berthold Lindqvist, Sören Mellstig, Sven Ohlsson and Jan Svensson. Lennart Evrell has declined re-election. Furthermore, it is proposed that Berthold Lindqvist be elected Chairman of the Board.

It is proposed that remuneration to the board members for the period shall amount to a total of SEK 1,450,000 to be distributed with SEK 175,000 to each member not employed by the Company and with SEK 400,000 to the Chairman of the Board.

Fees to Committees

It is proposed that remuneration to the members of the Audit Committee shall be paid with SEK 50,000 to the Chairman and with SEK 25,000 to each of the other members. No special remuneration shall be paid to the members of the Remuneration Committee.

The Board of Directors' proposal for authorization of the Board of Directors regarding buy-back of own shares (item 15).

In substance, the Board of Directors' proposal means that the Board shall be authorized, until the next Annual General Meeting, to resolve to acquire at the most so many shares as the warrant scheme stated below requires. Acquisition shall be made on Stockholmsbörsen (the Stockholm Stock Exchange) at a price per share within the at any time registered price interval. The objective of the authorization is to give the Board of Directors the means to meet the Company's undertaking in accordance the proposed warrant scheme.

The Company has earlier bought back a total of 419,250 shares, corresponding to 1.7 per cent of the total number of issued shares in the Company.

The Board of Directors' proposal for resolution to issue warrants for shares bought back and resolution to transfer shares bought back in connection with the exercise of warrants (item 16).

In substance, the Board of Directors' proposal means that the Company will issue not more than 300,000 warrants for Munters shares bought back to approximately 120 senior executives in the Munters Group. Each warrant shall entitle the warrant holder, during the period 1 September 2009 – 31 March 2010, to acquire one Munters share for a price equivalent to 120 per cent of the average of the highest and the lowest daily prices paid on Stockholmsbörsen during the subscription period, 28 April – 5 May 2006, rounded to the nearest whole Krona. The warrants shall be transferred at a market price as calculated by Handelsbanken Capital Markets in accordance with an established valuation model (Black & Scholes). With the aim of encouraging participation in the scheme, Munters will subsidise the warrant premium by paying a cash bonus during the period for exercising the options, equivalent to 60 per cent of the warrant premium paid, on condition that the holder is still employed in the Munters Group at such time and still owns the options acquired from Munters.

Senior executives in the Munters Group in Sweden and abroad shall be entitled to acquire warrants. The Managing Director shall be entitled to acquire at a maximum 25,000 warrants, members of Group Management max. 15,000 warrants, Business Area Managers 7,500 max. warrants and Business Unit Managers max. 3,000 warrants. In case of over-subscription, the allocation shall be made *pro rata* in regard to the maximum number of warrants.

The Board of Directors' proposal also means that the Annual General Meeting approves that the Company, without preferential rights for the shareholders, will transfer not more than 300,000 Munters shares bought back for the exercise price determined in connection with a potential exercise of the warrants (with a proviso for any recalculation).

The reasons for not granting preferential rights to the shareholders and the Board of Directors' motive for implementation of the warrant scheme are that a personal long-term ownership engagement by the parties involved can be expected to stimulate an increased interest in the operations and profit development, and to increase the motivation and the sense of bonding with the Company. In addition, the transfer

of shares bought back is a cost-efficient means of fulfilling the undertakings of the warrant scheme for the Company and its shareholders. The Board of Directors considers the offer to be reasonable and beneficial for both the Company and its shareholders. The proposal has been prepared by the Board of Directors. No shares will be allocated to Board Members apart from the new Managing Director.

The number of new warrants is equivalent to approximately 1.2 per cent of the total number of outstanding shares and votes. As Munters will buy back a corresponding number of shares, the warrant scheme will not lead to any dilution. Munters has previously issued (i) 114,000 warrants for shares bought back, which have a subscription price of SEK 315 and are exercisable to 31 March 2006 inclusive, (ii) 63,600 warrants for shares bought back, which have a subscription price of SEK 226 and are exercisable to 30 March 2007 inclusive, and (iii) 42,500 warrants for shares bought back, which have a subscription price of SEK 263 and are exercisable to 31 March 2008 inclusive. On full accession to the proposed scheme, at the time of the Annual General Meeting, all the existing warrant schemes are equivalent to approximately 2.1 per cent of the total number of outstanding shares and votes.

Munters cost for subsidising the warrant premium is not expected to exceed approximately MSEK 6.1, including social security contributions. The Company will, like earlier years, continuously distribute the costs of the subvention over the Income Statement. The warrant scheme is not expected to materially affect Munters profit per share.

A resolution in accordance with the above has to be supported by shareholders representing at least nine tenths of the votes cast as well as the number of shares represented at the Meeting in order to be valid.

The Board of Directors' proposal on amendment of the articles of association (item 17).

The Board of Directors' proposal means that the articles of association are adapted to the new Swedish Companies Act, which came into force on 1 January 2006. The proposal of the Board of Directors principally means:

that the nominal value of the share is deleted from the articles of association and replaced by a provision stating that the number of shares shall be not less than 25,000,000 and not more than 100,000,000 (§ 5);

that the provision regarding the board members' term of office is adapted to the wording of the new law (§ 6);

that the provision regarding the notice to a general meeting is specified so that advertisement shall be made in Post- och Inrikes Tidningar (*Sw. the Official Swedish Gazette*) and Dagens Nyheter (§ 12);

that shareholders wishing to attend a general meeting shall be registered in a transcript, or another presentation, of the share register showing the conditions five weekdays prior to the meeting (§ 13);

that the VPC-registration proviso is adjusted to the definition of a VPC-registered company according to Chap 1, Section 10 of the Companies Act (§ 14).

In addition, some minor linguistic adjustments to the wording of the new law are proposed.

A resolution in accordance with the above has to be supported by shareholders representing at least two thirds of the votes cast as well as the number of shares represented at the Meeting in order to be valid.

Election Committee (item 18)

Shareholders jointly representing approximately 52.5 per cent of the votes in the Company have proposed that an Election Committee shall be appointed annually as follows.

Appointment of Election Committee

The Chairman of the Board of Directors is authorised to contact the four electorally largest owners in the Company, who each shall have the right to appoint one representative, to together with the Chairman constitute the Election Committee until the next Annual General Meeting has been held or, if required, until a new Election Committee has been appointed. If a member leaves the Election Committee prior to the completion of the Committee's work, if required, a substitute shall be appointed by the same shareholder, who appointed the resigning member, or, if this shareholder no longer falls within the group of the four electorally largest shareholders, by the shareholder who has joined this group. One of the representatives of the shareholders shall be the Chairman of the Election Committee.

Assignments of the Election Committee etc.

The assignments of the Election Committee in preparation for the Annual General Meeting shall be to prepare election of chairman and other members of the Board of Directors, election of chairman of the

Annual General Meeting, questions relating to fees and other thereto related matters, and, when applicable, election of auditors.

Information regarding the composition of the Election Committee shall be announced no later than six months prior to the Annual General Meeting. The members of the Election Committee shall not be entitled to any remuneration, however costs assignable to the work of the Election Committee, shall be borne by the Company after resolution by the Election Committee.

Question raised by Amnesty Business Group (item 19)

Amnesty Business Group has raised a question why the company does not have a public policy on human rights.

C. Other information

Annual Report and Audit report, as well as the Board of Directors' complete proposals for resolutions under items 15, 16 and 17 and the founded statement of the Board of Directors for resolutions under items 10 and 15 will be available for the shareholders at the Company as from Wednesday 12 April 2006. The documents will, on request, be sent to shareholders stating their postal address and will also be available at the Company's home page and at the Annual General Meeting.

Welcome!

Stockholm in March 2006

The Board of Directors

MUNTERS AB (publ)