

# Press release

March 11, 2009, 5.45 pm



## Notice to attend Annual General Meeting 2009

**Munters AB (publ) is holding the Annual General Meeting on Wednesday 15 April 2009 at 5.00 p.m. CET, at IVA, Kungl. Ingenjörsvetenskapsakademien, Grev Turegatan 16 in Stockholm. Registration starts at 4.00 p.m. CET.**

### **A. Notice of attendance. Registration**

Shareholders who wish to attend the Annual General Meeting must

- (i) be registered in the share register kept by Euroclear Sweden AB (formerly VPC AB) as per Tuesday 7 April 2009.
- (ii) notify the Company of their intent to attend the Annual General Meeting in writing to Munters AB, Box 1188, SE-164 26 KISTA, Sweden, by telephone +46 8 626 63 00, by fax +46 8 754 68 96, by e-mail [arsstamma@munters.se](mailto:arsstamma@munters.se) or at the Company's website [www.munters.com/agm](http://www.munters.com/agm) by Tuesday 7 April 2009, preferably before 12.00 a.m. CET at the latest. The same time and addresses applies for notification of attendants.

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. In order to facilitate registration at the Annual General Meeting, proxies, certificates of registration and other documents of authority should be received by the Company by 7 April 2009 at the latest. Proxy form will be held available at the Company and on the Company's website, [www.munters.com/agm](http://www.munters.com/agm).

To be entitled to participate in the Meeting, shareholders whose shares are registered in the name of a trustee must have their shares re-registered in their own name with Euroclear Sweden AB. Such re-registration must be implemented 7 April 2009 and could be temporarily.

### **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 one or two persons to approve the Minutes;
- 6) Determination of compliance with the rules of convocation;

Munters is a global leader in energy efficient air treatment solutions and restoration services based on expertise in humidity and climate control technologies. Customers are served in a wide range of segments, the most important being insurance-, utilities-, food-, pharma- and electronics- industries.

Manufacturing and sales are carried out via the Group's own companies in more than 30 countries. The Group has more than 4,100 employees and net sales of about SEK 6.5 billion. The Munters share is listed on Nasdaq OMX Stockholm, Mid Cap. For more information see [www.munters.com](http://www.munters.com)

- 7) The Managing Director's report;
- 8) Presentation of the Annual Report and the Auditor's Report as well as the Consolidated Accounts and the Group Auditor's Report;
- 9) Presentation of the Auditor's statement regarding the compliance with the guidelines for the determination of remuneration to senior executives;
- 10) Resolution regarding the 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 2008;
- 11) Resolution regarding dispositions concerning the Company's result according to the adopted Balance Sheet;
- 12) Resolution regarding the discharge from liability of the Board of Directors and the Managing Director;
- 13) Establishment of the number of members and deputy members of the Board of Directors;
- 14) Establishment of fees to the Board of Directors;
- 15) Election of members, deputy members and chairman of the Board of Directors;
- 16) Establishment of fee for the Auditor;
- 17) Resolution regarding guidelines for the determination of remuneration to senior executives;
- 18) Resolution on the Board of Directors' proposal for change in the Articles of Association;
- 19) Closing of the Meeting.

#### **Election of Chairman of the Annual General Meeting (item 2)**

Munters Nomination Committee before the Annual General Meeting 2009 comprises of Anders Mörck (Investment AB Latour), Carl-Olof By (AB Industrivärden), Anders Algotsson (AFA Försäkring), Jan Andersson (Swedbank Robur Fonder) and Anders Ilstam, Chairman of Munters AB.

The Nomination Committee proposes that Anders Ilstam is elected Chairman of the Annual General Meeting 2009.

#### **Dividend (item 11)**

The Board of Directors proposes that no dividend be paid for the financial year 2008 and that the accumulated profit of SEK 798,587,275 shall be carried over.

#### **Election of Board of Directors and so on and establishment of fee to the Auditor (item 13- 16)**

The Nomination Committee has proposed the following:

##### *The Board of Directors and its fees*

The Board of Directors shall consist of eight members without any deputy members. The Nomination Committee proposes a re-election of Lars Engström, Kenneth Eriksson, Anders Ilstam, Bengt Kjell, Eva-Lotta Kraft, Sören Mellstig, Jan Svensson and Kjell Åkesson. Furthermore, it is proposed that Anders Ilstam be elected Chairman of the Board and that Bengt Kjell be elected Vice Chairman of the Board.

It is proposed that remuneration to the board members for the period shall amount to a total of SEK 2,275,000 including committee fees to be distributed as follows: SEK 250,000 to each member not employed by the Company and SEK 500,000 to the Chairman of the Board. For the work in the Committees, it is proposed that remuneration to the members of the Audit Committee shall be paid as follows: SEK 100,000 to the Chairman and SEK 50,000 to each of the other members. It is proposed that remuneration to the members of the Remuneration Committee shall amount to SEK 50,000 to the convener and SEK 25,000 to the other member. The reasoned statement of the Nomination Committee regarding the Board of Directors' composition is available at the Company's website, [www.munters.com/agm](http://www.munters.com/agm).

##### *The Auditor and his fee*

Fee to the Auditor shall be paid according to an approved account.

#### **Resolution regarding guidelines for the determination of remuneration to senior executives (item 17)**

The Board of Directors proposes that the Annual General Meeting resolves on the guidelines for the determination of remuneration to senior executives, with certain adjustments concerning parameters for variable salary and possibilities to long term programs regarding variable salary.

The guidelines principally entails that salaries and other terms of employment of the management shall be competitive. Apart from a fixed salary, the management may also be entitled to a variable remuneration with a predetermined cap. The pension terms which shall apply to senior executives in Munters Group shall correspond to those generally applicable in relation to other executives on the market in a similar position and severance payments shall be limited. All share related incentive programs shall be resolved by the Annual General Meeting.

The guidelines for compensation to senior managers is available at the Company's website, [www.munters.com/agm](http://www.munters.com/agm).

#### **Resolution on the Board of Directors' proposal for change in the Articles of Association (item 18)**

The Board of Directors proposes that the first sentence in § 10 of the Articles of Association be changed from "The general meeting shall be held in Sollentuna or Stockholm" into "The general meeting shall be held in Stockholm".

The Board of Directors also proposes that § 12 of the Articles of Association be changed as follows.

#### **Present wording**

§ 12

Notice convening an annual general meeting and notice convening an extraordinary general meeting where a change of the articles of association is to be resolved shall be published at the earliest six and at the latest four weeks prior to the meeting. Notice to other extraordinary general meeting shall be published at the earliest six and at the latest two weeks prior to the meeting. Notice to a general meeting shall be published in the Swedish Official Gazette (Sw. "Post- och Inrikes Tidningar") and in *Dagens Nyheter*.

#### **Proposed wording**

§ 12

Notice convening an annual general meeting and notice convening an extraordinary general meeting where a change of the articles of association is to be resolved shall be published at the earliest six and at the latest four weeks prior to the meeting. Notice to other extraordinary general meeting shall be published at the earliest six and at the latest two weeks prior to the meeting. Notice to a general meeting shall be published in the Swedish Official Gazette (Sw. "Post- och Inrikes Tidningar") and on the company's website. It shall be advertised in *Dagens Nyheter* that notice convening general meeting has been made.

The Board of Directors also proposes that the Annual General Meeting resolves that the General Meetings resolution on the change in the Articles of Association will be conditional on the change of way of convening a General Meeting in the Swedish Companies Act (Sw. "Aktiebolagslagen") has entered into force, which means that the future wording of § 12 will be consistent with the Swedish Companies Act.

Resolutions by the General Meeting pursuant to the Board of Directors' proposal for change in the Articles of Association must be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting in order to be valid.

#### **C. Other information**

The Annual Report and the Audit Report, as well as the Auditor's statement under item 9 and other documents at the prospect of the General Meeting will be held available to the shareholders not later than Wednesday 1 April 2009. Copies of the documents will, on request, be sent to shareholders stating their postal address and will also be available at the Company's website, [www.munters.com/agm](http://www.munters.com/agm), and at the Annual General Meeting. The total number of shares and votes in the company is 75,000,000. At the time of this notice, 1,066,950 shares are held by the company, which do not entitle the holder to any voting rights.

**Welcome!**

Kista in March 2009

The Board of Directors

MUNTERS AB (publ)

This constitutes information that Munters AB (publ) may be legally obliged to publish under the Securities Market Act and/or the Financial Instruments Trading Act. The information was released for publication at 5.45 pm CET on March 11, 2009.

This press release is also available on  
[www.munters.com](http://www.munters.com)