

## **NOTICE OF EXTRAORDINARY GENERAL MEETING IN MUNTERS GROUP AB**

**The shareholders of Munters Group AB are hereby invited to attend the Extraordinary General Meeting (“EGM”) to be held at 2.00 p.m. CET on Tuesday 18 December 2018 at Mannheimer Swartling’s offices, Norlandsgatan 21, Stockholm, Sweden. Registration will commence at 1.30 p.m. CET.**

### **A. RIGHT TO PARTICIPATE IN THE EGM**

Shareholders who wish to participate in the EGM must:

firstly, be registered in the share register maintained by Euroclear Sweden AB on Wednesday 12 December 2018, and

secondly, notify the company of their intention to attend the EGM by mail under the address Munters Group AB, “Extra bolagsstämma 2018”, c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden, by calling +46 8-402 92 73 weekdays between 9 a.m. and 4 p.m., or at the website [www.munters.com](http://www.munters.com), no later than Wednesday 12 December 2018.

In connection with notification, shareholders must state their name, address, telephone number (daytime), personal or corporate identity number, and information concerning their shareholding. Shareholders or proxies for shareholders may be accompanied by a maximum of two representatives at the EGM. Representatives may attend the EGM only if the shareholder gives notice of their attendance as described above for notification of participation of shareholders. For shareholders who will be represented by proxy at the EGM, the power of attorney in original must be enclosed with the notification. A form for the power of attorney is available on the company’s website, [www.munters.com](http://www.munters.com) and will be sent by mail on request to shareholders who state their address. A power of attorney is valid one year from its issue date or such longer time period as set out in the power of attorney, however not more than five years. For those representing a legal entity, a verified copy of the registration certificate or corresponding document showing the company’s signatories must also be submitted.

In order to be entitled to participate at the EGM, shareholders whose shareholding is registered in the name of a trustee must re-register their shares in their own name at Euroclear Sweden AB. Shareholders who require such re-registration should notify their trustee well in advance so that the shareholder is entered in the share register maintained by Euroclear Sweden AB on Wednesday 12 December 2018, when such re-registration must have been completed. Such registration may be temporary.

Please see below for more information on the processing of personal data.

## **B. AGENDA OF THE MEETING**

### **Proposal for agenda**

Opening of the meeting.

1. Election of Chairman of the meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of two persons to check the minutes of the meeting together with the Chairman.
5. Determination of whether the meeting has been duly convened.
6. Election of Board members.
7. Election of Chairman of the Board of Directors.
8. Closing of the meeting.

### **Proposals**

#### **Proposals regarding election of Board members and Chairman of the Board of Directors (Items 6-7)**

Nordic Capital Fund VII, FAM AB, AMF Insurance and Funds and Första AP-fonden propose:

- that Magnus Lindquist and Johan Ek be elected as ordinary Board members, for the period up until the end of the next annual general meeting, to replace Christopher Curtis and Joakim Karlsson; and
- that Magnus Lindquist be elected as Chairman of the Board of Directors for the period up until the end of the next annual general meeting.

Magnus Lindquist, born in 1963, has more than 20 years of experience from senior positions in global industrial companies, foremost as Group Vice President and CFO at Autoliv and the Perstorp Group. Mr. Lindquist has also significant board experience having served as Chairman of the Board of Norma, Ambea, Alimak and Polygon as well as Board member of Bravida, Mycronic and Ovako and currently holds the position as Chairman of the Board of Ryds Bilglas. In addition, he has worked as professional investor in private equity as a Partner of Triton and has been on the Axcel Advisory Board with a focus on industrial goods and services. Magnus has studied business administration at the Stockholm School of Economics.

Magnus Lindquist is independent in relation to the company's major shareholders as well as in relation to the company and company management. Magnus Lindquist does not currently hold any shares or other financial instruments in the company.

Johan Ek, born in 1968, has extensive experience of management positions and Board work and is currently Chairman of the Board of Sunrise Medical and has also served as Chairman of Handicare, Saferoad and Corob Engineering and as Board member of Acino and Ramirent. Mr. Ek has also been the President and CEO of Relacom and President at Powerwave Technologies Inc and the industrial niche group LGP Allgon. Johan holds an MSc in Economics from the Hanken School of Economics in Helsinki, Finland.

Johan Ek is independent in relation to the company and company management, but not in relation to the company's major shareholders. Johan Ek does not currently hold any shares or other financial instruments in the company.

#### **C. NUMBER OF SHARES AND VOTES IN THE COMPANY**

The total number of shares and voting rights in the company is 183,597,802. All shares are of the same class.

#### **D. INFORMATION AT THE EXTRAORDINARY GENERAL MEETING**

At the EGM, the Board of Directors and the CEO shall, if requested by a shareholder and the Board of Directors considers that it can be done without material damage to the company, provide information regarding issues that may (i) affect the assessment of an item on the agenda or (ii) concern the company's relation to another group company. A shareholder may send questions in advance by mail to Munters AB, "Extra bolagsstämma 2018", Box 1188, SE-164 26 Kista, Sweden or by email to [info@munters.com](mailto:info@munters.com).

#### **E. PROCESSING OF PERSONAL DATA**

For information on how your personal data is processed, see <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

---

Stockholm, November 2018

**Munters Group AB**

*The Board of Directors*