

Notice to Annual General Meeting in Atrium Ljungberg AB (publ)

The shareholders of Atrium Ljungberg AB (publ) are hereby invited to the Annual General Meeting to be held on Wednesday 6 April 2016 at 5.00 p.m. at Marcusplatsen 19 in Sickla, Nacka

Notice of Attendance

Shareholders who wish to attend the General Meeting shall:

- (i) have entered into the share register kept by Euroclear Sweden AB on Thursday 31 March 2016; and
- (ii) give notice of his or her intention to participate at the General Meeting no later than Friday 1 April 2016. Notice of attendance at the General Meeting shall be made in writing to Atrium Ljungberg AB, P.O. Box 4200, SE-131 04 Nacka, or by fax +46 8 615 89 99, or by telephone +46 8 615 89 00, or via the Company's website www.atriumljungberg.se, or by e-mail to info@atriumljungberg.se. When giving notice of participation, the shareholder shall state name, personal identification number or company registration number, telephone number and number of shares represented at the General Meeting. If participation is by way of proxy, such document should be submitted in connection with the notice of participation at the General Meeting. For shareholders who wish to participate at the General Meeting by proxy, a proxy form will be available at the company's website, www.atriumljungberg.se and may be ordered by contacting the Company at the above telephone number.

Shareholders with nominee-registered shares must, in order to participate at the General Meeting, temporarily register the shares in his or her own name. Such shareholder must notify its nominee regarding the above-mentioned matter in due time prior to 31 March 2016.

Matters to be dealt with at the Meeting

1. Election of Chairman of the Meeting
2. Approval of the agenda
3. Preparation and approval of the voting list
4. Election of at least one person to certify the minutes
5. Establishment of whether the Meeting has been duly convened
6. Presentation of the Annual Report and the Auditor's Report and the Consolidated Financial Statement and the Group Auditor's Report
7. Resolution regarding adoption of the profit and loss statement and the balance sheet and the consolidated profit and loss statement and consolidated balance sheet
8. Resolution regarding discharge from liability for the members of the Board of Directors and the Managing Director
9. Resolution regarding appropriation of the company's profit according to the adopted balance sheet
10. Resolution regarding the number of members of the Board of Directors

11. Resolution regarding fees for the Board of Directors and the Auditors
12. Election of members of the Board of Directors
13. Establishment of a Nomination Committee
14. Resolution regarding Guidelines for remuneration of the Senior Executives of the Company
15. Authorisation for the Board of Directors to resolve to issue new shares
16. Authorisation for the Board of Directors to resolve to purchase own shares of the Company
17. Closing of the Meeting

Proposals

Election of Chairman of the Meeting (item 1)

The Nomination Committee, consisting of Per-Erik Hasselberg (also Chairman of the Nomination Committee), representing the Holmström Family, Lars Ericson, representing Konsumentföreningen Stockholm, Hans Hedström, representing Carnegie Fonder, Johan Ljungberg, representing the Ljungberg Family and Ilkka Tomperi, representing Ömsesidiga arbetspensionsförsäkringsbolaget Varma, proposes Johan Ljungberg to be elected as Chairman of the Meeting.

Resolution regarding appropriation of the company's profit according to the adopted balance sheet (item 9)

The Board of Directors proposes a distribution of SEK 3.55 per share to be paid as ordinary dividend for the financial year 2015. It is proposed that record date for the dividend shall be Friday 8 April 2016. If the General Meeting is resolving in accordance with the proposal, the dividend is expected to be paid via Euroclear Sweden AB on Wednesday 13 April 2016.

Election of members of the Board of Directors, fees etc. (items 10-12)

The Nomination Committee has presented the following proposals:

- that the Board of Directors shall consist of six ordinary members of the Board of Directors;
- that the fees for the Board of Directors shall be SEK 1,400,000 of which SEK 400,000 shall be allocated to the Chairman and SEK 200,000 to each of the other members of the Board of Directors;
- that remuneration for the auditors shall be paid in accordance with approved invoices; and
- that the following members of the Board of Directors shall be re-elected: Johan Ljungberg (also re-elected as Chairman of the Board of Directors), Simon de Château, Sune Dahlqvist, Hanna Graflund Sleyman, Anna Hallberg and Erik Langby.

Establishment of a Nomination Committee (item 13)

The Nomination Committee proposes that the General Meeting resolves to adopt the following principles for the establishment of a Nomination Committee for the Annual General Meeting 2017.

The Nominating Committee shall consist of five members. The members shall represent the shareholders being the largest shareholders by votes as of the last business day of the month of

February the year preceding the Annual General Meeting before which the Committee's assignment shall be fulfilled and who also wish to participate in the nomination process. The Chairman of the Board of Directors is instructed to contact the five largest registered or otherwise known shareholders by votes and ask them to nominate one member each to the Nomination Committee. If such a shareholder does not wish nominate a member, then the thereafter largest registered or otherwise known shareholder by votes shall be asked to nominate one member, etc. The members of the Nomination Committee shall if possible be presented at the Annual General Meeting of the year preceding the Annual General Meeting before which the Nomination Committee's assignment shall be fulfilled. The Nomination Committee's mandate period extends until the next Nomination Committee is appointed. The Nomination Committee shall appoint a Chairman. The Nominating Committee shall perform the functions conferred by the Swedish Code of Corporate Governance. As the decision by the Nomination Committee, the opinion that more than half of the members present support shall prevail, or in the event of a tie, the opinion supported by the Chairman.

If any of the shareholders who nominated a member of the Nomination Committee dispose of a substantial part of its shares in the Company before the assignment of the Nomination Committee has been fulfilled, the Election Committee may decide that the member nominated by such shareholder shall resign from the Nomination Committee and be replaced by a new member nominated by the largest registered or otherwise known shareholder by vote who is not already represented on the Nomination Committee. The Nomination Committee shall also have the right to decide on an increased number of members of the Election Committee, up to a maximum of seven members, and shall be able to offer any vacant seats in the Election Committee to shareholders or shareholder representatives to better reflect the current ownership of the Company or to maintain continuity in the work of the Nomination Committee. Should any member of the Nomination Committee ceases to represent the shareholders who nominated such member to the Nomination Committee before the assignment of the Nomination Committee has been fulfilled, any such member, if the Committee so decides, may be replaced by a new member nominated by the shareholder.

No compensation will be paid to the members of the Nomination Committee. At the request of the Nominating Committee, the Company shall provide personnel resources, such as secretarial functions of the Nomination Committee to facilitate the work of the Nomination Committee. The Company shall also be responsible for reasonable costs, such as for external consultants that the Nomination Committee deems necessary to carry out its assignment.

These principles for the establishment of a Nomination Committee shall be valid until further notice.

Resolution regarding Guidelines for remuneration of the Senior Executives of the Company (item 14)

The Board of Directors proposes the following Guidelines for remuneration of the Senior Executives of the Company.



Salaries and other terms and conditions of employment for the Senior Executives shall be on market conditions and competitive, but not market-leading in relation to other comparable companies.

The Guidelines shall apply for the Senior Executives, which currently consists of the Managing Director and business area directors. The remuneration of the Managing Director shall be proposed by the Chairman of the Board of Directors and be determined by the Board of Directors. Remuneration payable to other members of the senior management shall be proposed by the Managing Director and approved by the Board of Directors. Remuneration to the senior management consists of fixed salary. No variable salary or performance-related remuneration shall be paid. The retirement age for the Managing Director is 62 years. For other members of the senior management, the retirement age is 65 years. Pension plans shall be defined contribution plans, which mean that the Company has no additional obligations after payment of the annual premiums.

In the event of termination of employment by the Company, the Managing Director of the Company has a notice period of 12 months. Other members of the senior management have a notice period of up to six months. In the event of termination of employment by the Company, the Managing Director of the Company is entitled to severance pay corresponding to 12 month's salary. No further severance pay exists. In addition, the terms and conditions that the Company applies to other employees of the group, either in accordance with collective agreements or in accordance with unilateral commitments by the Company to the employees, shall in relevant part also apply to the Senior Executives. The Board of Directors may depart from the above-mentioned Guidelines if there are special grounds for doing so in a particular case.

Authorisation for the Board of Directors to resolve to issue new shares (item 15)

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Director, on one or more occasions during the period until the next Annual General Meeting, to resolve on share issue of a maximum of 13,300,000 Class B shares (corresponding to a dilution of approximately 10.0 percent of share capital and approximately 7.9 percent of the votes).

The purpose with the authorization is that the Company shall be able to make payment in shares in connection with possible acquisitions of properties or businesses that the company may undertake.

Authorisation for the Board of Directors to resolve to purchase own shares of the Company (item 16)

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors until the next Annual General Meeting, on one or more occasions, to resolve on repurchasing so many Class B shares that the Company's holding at no time exceeds 10 percent of all shares in the Company. The shares shall be acquired on a regulated market where shares in the Company are listed and only at a price within the price range registered at any given time, i.e. the range between the highest bid price and the lowest offer price, or through a public offer to all shareholders, whereby the purchase shall be made at a price equivalent to the

lowest quoted share price at the time and a maximum of 150 per cent of the current quoted share price. Payment for shares repurchased shall be in cash.

The Board may resolve to repurchase its own shares within the context of a repurchase program in accordance with Commission Regulation (EC) No 2273/2003, provided the purpose of the acquisition is merely to reduce the Company's share capital.

The purposes of the authorisation is to give the Board of Directors greater scope to act when working with the Company's capital structure and thereby contribute to increased shareholder value.

A valid resolution requires approval of shareholders representing at least two-thirds of the votes cast and the shares represented.

Miscellaneous

The Annual Report for the financial year 2015 and the Board of Directors' statement in respect of the above proposal regarding profit distribution and authorisation to purchase own shares will be available at the Company as from 16 March 2015 at the address Sickla Industriväg 19 in Nacka and on the Company's website www.atriumljungberg.se. The Annual Report will also be distributed to shareholders prior to the AGM and can be ordered by fax +46 8 615 89 99, by telephone +46 8 615 89 00 or by e-mail: info@atriumljungberg.se. Shareholders are reminded of their right to request information at the General Meeting from the Board of Directors and the Managing Director pursuant to Chapter 7, section 32 of the Swedish Companies Act.

As of 1 March 2016, a total of 133,220,736 shares exist in the Company, representing a total of 169,220,736 votes, divided into 4,000,000 Class A shares and 129,220,736 Class B shares. The Company currently holds no own Class B shares.

Nacka, March 2016

Atrium Ljungberg AB (publ)

Board of Directors