Annual General Meeting of Gunnebo AB (publ)

The Annual General Meeting of Gunnebo AB (publ) will be held at 4 p.m. CET on Tuesday, April 9, 2013, at Chalmers Kårhus, Chalmersplatsen 1, Göteborg, Sweden. Registration starts at 3.00 p.m. CET.

Participation
In order to be entitled to participate, shareholders who wish to attend the AGM must be recorded in the register of shareholders maintained by Euroclear Sweden AB on Wednesday, April 3, 2013, and must notify Gunnebo of their intention to attend the AGM no later than Wednesday, April 3, 2013 (preferably before 4 p.m. CET), on the company's website www.gunnebogroup.com, or by telephone: +46 (0)10 209 5018, or by written notice under address Gunnebo AB, Annual General Meeting, P.O. Box 5181, SE-402 26 Göteborg, Sweden, whereby notification should also be given of the attendance of any assistants.

Nominee-registered shares
Shareholders whose shares are registered in the name of a nominee through the trust department of a bank or similar institution must, in order to be entitled to participate in the AGM, request to be temporarily entered into the register of shareholders maintained by Euroclear Sweden AB. Such registration must be effected on Wednesday, April 3, 2013. Shareholders are requested to inform their nominees well in advance of this date.

Proxies, etc
Shareholders who are represented by a proxy shall issue a written and dated power of attorney for the proxy. The power of attorney may not be valid for longer than five years from the date of issue. The form to use for a power of attorney is found on the company's website, www.gunnebogroup.com. The original power of attorney should be sent to Gunnebo AB under the above address well in advance of the AGM. If the power of attorney is issued by a legal entity, a verified copy of the certificate of registration or a corresponding document of authority of the legal entity shall be attached.

Agenda
1. Election of the Chairman of AGM
2. Preparation and approval of voting list
3. Approval of the agenda of the AGM
4. Election of one or two persons to approve the minutes
5. Determination whether the AGM has been properly convened
6. Presentation of the annual report, the consolidated accounts, the Auditor's report and the Auditor's report on the consolidated accounts for the financial year 2012
7. Address by the company's President and CEO
8. Resolutions in respect to
   a) adoption of the profit and loss statement and balance sheet, the consolidated profit and loss statement and the consolidated balance sheet for the Group

b) appropriation of the profit or loss in accordance with the approved balance sheet
c) discharge of liability for the members of the Board and Directors and the President

9. Determination of the number of Board members and Deputy members of the Board of Directors
10. Determination of the fees payable to the members of the Board of Directors and to the Auditor
11. Election of the members of the Board of Directors
12. Election of the Chairman of the Board of Directors
13. Appointment of the Nomination Committee
14. Election of Auditor
15. Resolution on approval of the principles for remuneration to senior executives
16. Closing of the AGM

The Nomination Committee's Proposals for Resolutions

Chairman of the AGM, Number of members of the Board of Directors, fees payable to the Board of Directors, fees payable to the Auditor, election of the members of the Board of Directors, election of the Chairman of the Board of Directors, appointment of the Nomination Committee and election of the Auditor (Items 1 and 9 - 14)

Gunnebo AB's Nomination Committee, which is composed by Dan Sten Olsson, Chairman (Stena Adactum), Nils Olov Jönsson (Vätterledens Invest), Ricard Wennerklint (If Skadeförsäkring) and Martin Svalstedt (Chairman of the Board of Directors), together representing approximately 58% of the shares and votes in the company, proposes the following.

Item 1: Martin Svalstedt as Chairman of the AGM.

Item9: Seven ordinary Board members without Deputy members.

Item 10: A total fee to the Board of Directors amounting to SEK 1,800,000, to be divided with SEK 450,000 to the Chairman of the Board of Directors and SEK 225,000 to each of the other Board members elected by the shareholders, and a special fee of a maximum of SEK 200,000 as compensation to the members of the Board's Audit Committee, Remuneration Committee and Finance Committee, to be divided among the members in accordance with the Board of Directors' decision. The fees proposed are unchanged in relation to previous year.

Auditors' fees to be paid in accordance with approved invoices.

Item 11: Re-election of Tore Bertilsson, Göran Bille, Charlotte Brogren, Bo Dankis, Mikael Jönsson, Katarina Mellström and Martin Svalstedt. A presentation of the nominated Board members is available on the company's website: www.gunnebo.com.

Item 12: Re-election of Martin Svalstedt as Chairman of the Board of Directors.

Item 13: The Nomination Committee shall consist of the Chairman of the Board of Directors together with one representative of each of the three by voting power largest shareholders at the end of the third quarter of 2013. Should such shareholder not wish to appoint a representative, the fourth largest shareholder by voting power will be invited to do so instead etc.

The Nomination Committee shall appoint its Chairman subject to that the Chairman of the Board of Directors may not be elected Chairman of the Nomination Committee. The constitution of the Nomination Committee shall be made public not later than in connection with the publication of the Company's report for the third quarter 2013. The mandate period of the Nomination Committee runs until the next Nomination Committee has been appointed and its mandate period starts. Should a member of the Nomination Committee resign from the Nomination Committee during the mandate period or become prevented from fulfilling his/hers assignment, the Nomination Committee shall without delay request the shareholder that has appointed the member, to appoint another member to the Nomination Committee. Should the shareholder not appoint another member, the right to appoint another member of the Nomination Committee shall transfer to the subsequent largest shareholder by voting power, provided such shareholder has not already appointed a member of the Nomination Committee or previously waived such right.

The Nomination Committee's shall provide to the Annual General Meeting of the Shareholders 2014 proposals for (i) chairman of the Annual General Meeting, (ii) number of members of the Board of Directors and Deputy members to be elected by the shareholders, (iii) chairman of the Board of Directors and other members of the Board of Directors elected by the shareholders, (iv) fees payable to members of the Board of Directors elected by the shareholders and fees payable to members of the Board's committees, (v) fees payable to the Auditor, (vi) procedure for appointing the members of the Nomination Committee and (vii) election of Auditor.

Item 14: Re-election of the registered auditing company Deloitte AB for the period until the end of the Annual General Meeting of the Shareholders 2014.

The Board of Directors' Proposals for Resolutions

Dividend (Item 8 b)
The Board of Directors propose a dividend to the shareholders of SEK 1 per share and that Friday, April 12, 2013, shall be the record date for receipt of the dividend. Should

the AGM decide in favour of the proposal, payment of the dividend is expected to be made by Euroclear Sweden AB on Wednesday, April 17, 2013.

Principles for remuneration to senior executives (Item 15)
The Board of Directors proposes that the Annual General Meeting resolves to determine the following principles for remuneration to senior executives.

These principles concern remuneration and other terms of employment for members of the Gunnebo group management team and are valid for employment agreements entered into after the approval of the principles by the Annual General Meeting and for changes to existing employments agreements made thereafter. The proposal is in compliance with the principles of previous years.

Gunnebo shall offer a level of remuneration and other terms of employment which enables the company to recruit and retain senior executives. The overall principles for salary and other remuneration to senior executives are thus that compensation shall be competitive and on market level.

The total remuneration to senior executives shall consist of fixed salary, variable remuneration including long-term incentive programmes, pension and other benefits.

The fixed salary shall take into account the individual's position, competence, areas of responsibility, performance and experience and shall normally be reviewed on an annual basis. The fixed salary shall constitute the basis for the calculation of the variable salary.

The variable salary shall be dependent upon the individual's achievement of specific quantitative financial business objectives and shall not exceed 50% of the fixed salary.

The Board shall, for each financial year, evaluate whether a share or share-price related incentive programme shall be proposed to the Annual General Meeting or not. It is the Annual General Meeting who decides upon such programmes. The Board has decided not to propose to the Annual General Meeting to decide upon an incentive programme.

Pension premiums for senior executives resident in Sweden are paid in accordance with a premium based plan. The premiums may, depending on age and salary level, amount to a maximum of 35% of the base salary. Senior executives resident outside Sweden may be offered pension benefits that are competitive in the countries where the senior executives are resident, preferably defined-contribution plans. The retirement age shall be 65.

Additional benefits consist of company car and private health insurance.

For senior executives resident in Sweden, the termination period in case of termination by the company shall be 12 months and 6 months in case of termination by the senior executive. Severance pay is not applied. Senior executives resident outside Sweden may be offered notice periods for termination that are competitive in

the countries where the senior executives are resident, preferably notice periods comparable to the notice periods applied to senior executives resident in Sweden.

The Board reserves the right to deviate from these principles if special reasons for such a deviation exist in any individual case.

Remuneration to senior executives already decided which has not become due for payment at the Annual General Meeting 2013 falls within the frames of these principles, except that the CEO is entitled to 12 months' severance pay in case of termination by the company.

No deviations from the principles approved by the Annual General Meeting 2012 have been made.

The shareholders' right to require information
The Board of Directors and the CEO shall at the annual general meeting, upon request by a shareholder, provide information in respect of any circumstances which may affect the assessment of a matter on the agenda, and any circumstances which may affect the assessment of the company's financial position. Such information may be provided where the Board of Directors believes that such may take place without significant harm to the company. The duty to provide information also applies to the company's relationship to other group companies as well as the group accounts and the abovementioned circumstances regarding subsidiaries.

Further information
The Annual Accounts and the Auditor's Report and the statement of the Auditor regarding the application of the principles for remuneration to senior executives will be available at Gunnebo AB and on Gunnebo AB's website www.gunnebogroup.com no later than March 19, 2013, and will be distributed without charge to shareholders who so request and state their address.

The Nomination Committee's complete proposals for resolutions and the motivated opinion by the Nomination Committee regarding the proposal for the Board of Directors as well as the Board of Directors complete proposals for resolutions in respect of item 15 on the agenda are available at Gunnebo AB and on Gunnebo AB's website www.gunnebogroup.com and will be distributed without charge to shareholders who so request and state their address.

The President's address will be available on Gunnebo AB's website in the evening of April 9, 2013.

At the time of the issue of this notice, the total number of shares in the company amounts to75,855,598, corresponding to the equal number of votes. The company does not hold any own shares.

Göteborg, March 2013
The Board of Directors