

Minutes kept at the Extraordinary General Meeting with the Shareholders of HEXPOL AB (publ), corporate identity no. 556108-9631, held on Monday 18 August 2008 in Stockholm.

§ 1 Opening of the Meeting

Melker Schörling, Chairman of the Board, opened the Meeting and welcomed the shareholders present.

§ 2 Election of Chairman of the Meeting

Melker Schörling was appointed Chairman of the Meeting.

At the request of the Board, the undersigned Mikael Ekdahl, attorney-at-law, was entrusted to keep the minutes of the Meeting.

§ 3 Preparation and approval of the voting list

The shareholders registered as being present in the attached list, Exhibit 1, had duly notified the company of their intention to participate in the Meeting. The list was approved as voting list for the Meeting.

§ 4 Approval of agenda

The Meeting resolved to approve the Board's proposal for agenda for the Meeting.

§ 5 Nomination of persons to approve the minutes

Sara Edlund and Torsten Gyllensvärd were appointed to approve the minutes of the Meeting together with the Chairman.

§ 6 Determination of compliance with the rules of convocation

It was noted that a notice convening the Meeting had been published in Dagens Industri and the Swedish Official Gazette (*Sw. Post- och Inrikes Tidningar*) on Friday 18 July 2008 and it was determined that the Meeting had been duly convened.

§ 7 Resolution on a directed issue of subscription warrants and approval of transfer of subscription warrants and shares (Incentive Programme 2008/2011)

The following documents were presented:

- a) a copy of the annual report for the financial year 2007, annotated with the resolution of the latest Annual General Meeting on the appropriation of the company's profit, and a copy of the auditor's report 2007, Exhibit 2; and
- b) a statement, signed by the Board of Directors, on events of material significance for the company's financial position, which have occurred after the submission of the annual report, and the auditor's statement with respect to the statement by the Board, Exhibit 3.

It was noted that the above documents had been available to the shareholders during two weeks prior to the Meeting and had been sent to those shareholders who had so requested.

The Board's proposal for a resolution on a directed issue of subscription warrants and approval of transfer of subscription warrants and shares (Incentive Programme 2008/2011), in accordance with Exhibit 4, was presented to the Meeting. In addition, an illustrative calculation, in accordance with Exhibit 5, was presented. It was noted that over-subscription will be allowed in order to promote a high rate of subscription, and that the Board will ensure that the final allotment is reasonable.

The Meeting resolved unanimously in accordance with the proposal. However, the California shareholders (25.280 shares) listed in Exhibit 6 voted against the proposal.

It was noted that the Board or a person appointed by the Board had been authorised to effect those minor adjustments to the resolution of the Meeting, which may prove necessary in connection with the registration of the resolution with the Swedish Companies Registration Office (*Sw. Bolagsverket*) or VPC AB.

§ 8 Closing of the Meeting

The Chairman closed the Meeting.

Nothing further was considered.

As above:

/Mikael Ekdahl/

Approved:

/Melker Schörling/

/Sara Edlund/

/Torsten Gyllensvärd/