

*This is a non-official translation of the Swedish original wording. In case of discrepancies between the English translation and the Swedish original, the Swedish text shall prevail.*

## **THE BOARD OF DIRECTORS' PROPOSAL FOR CONDITIONAL AMENDMENT OF THE ARTICLES OF ASSOCIATION IN HEXPOL AB**

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The Board of Directors for HEXPOL AB (publ) proposes that the Annual General Meeting on 5 May 2009 resolves that part of § 8 of the Articles of Association, as specified below, shall have the following amended wording.

### **Current wording**

§ 8 (part of)

Convening notice of a General Meeting shall be published in *Dagens Industri and the Swedish Official Gazette (Sw. Post- och Inrikes Tidningar)*.

*Convening notice of Annual General Meetings as well as of Extraordinary General Meetings the agenda of which comprises proposed changes in the company's Articles of Association shall be published not earlier than six weeks but not later than four weeks before such General Meeting. The convening notice of other Extraordinary General Meetings shall be published not earlier than six weeks but not later than two weeks before such General Meeting.*

### **Proposed wording**

§ 8 (part of)

Convening notice of a General Meeting shall be published in *the Swedish Official Gazette (Sw. Post- och Inrikes Tidningar)* and on the company's website. *An announcement with information that the notice has been issued shall be published in Dagens Industri.*

Furthermore, the Board of Directors proposes that the resolution by the Annual General Meeting on amendment of the Articles of Association shall be conditional upon that an amendment regarding the manner for convening a General Meeting in the Swedish Companies Act (2005:551) has entered into force, entailing that the proposed wording of § 8 above will be in accordance with the Companies Act.

A resolution to amend the Articles of Association requires representation by shareholders with at least two-thirds of both the votes cast and the shares represented at the Annual General Meeting in order to be valid.

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Malmö in April 2009  
HEXPOL AB (publ)  
The Board of Directors