



OFFICIAL NOTICE OF ANNUAL GENERAL MEETING OF HEXPOL AB (publ)

Shareholders of Hexpol AB are hereby summoned to the Annual General Meeting (AGM) to be held at 3 p.m. CET on Tuesday, 5 May 2009 at Malmö Börshus under the address Skeppsbron 2, Malmö, Sweden.

A. RIGHT TO PARTICIPATE IN THE ANNUAL GENERAL MEETING

Shareholders who wish to participate in the AGM must:

firstly, be registered in the share register maintained by Euroclear Sweden AB (formerly: VPC AB) no later than 28 April 2009, and

secondly, notify the company of their intention to attend the AGM under the address HEXPOL AB, "Annual General Meeting", Skeppsbron 3, SE-221 20 Malmö, or by e-mail to info@hexpol.com no later than 12 Noon CET 28 April 2009.

In connection with notification, shareholders must state their name, address, telephone number (daytime), personal or corporate identity number and information concerning the shareholding. For shareholders who will be represented by proxy at the Annual General Meeting, the original version of a signed and dated power of attorney must be enclosed with the notification. A form for the power of attorney is also available on the company's website, www.hexpol.com and will be sent on request to shareholders who state their address. For those representing a legal entity, a verified copy of the registration certificate or corresponding document showing the company's signatories must also be sent.

In order to be entitled to participate in the AGM, shareholders whose shareholding is registered in the name of a trustee must temporarily 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 of 28 April 2009, when such re-registration must have been completed.

B. AGENDA OF THE ANNUAL GENERAL MEETING

1. Opening of the Meeting.
2. Election of Chairman of the Meeting.
3. Preparation and approval of the list of shareholders entitled to vote at the Meeting.
4. Approval of the agenda.
5. Election of one or two officers to verify the minutes.
6. Determination of whether the Meeting has been duly convened.
7. Address by the President
8. Presentation of
 - a. the annual report and the auditors' report, as well as the consolidated financial report and auditors' report on the consolidated financial report for the 2008 financial year, and
 - b. statement from the company's auditor confirming compliance with the guidelines for the remuneration of senior executives that have applied since the preceding AGM
9. Motions concerning the
 - a. adoption of the income statement and balance sheet, and of the consolidated income statement and consolidated balance sheet all at 31 December 2008,
 - b. disposition to be made of the Company's profit as shown in the balance sheet adopted by the Meeting, and
 - c. discharge of the Board of Directors and the President from personal liability.



10. Determination of the number of members and deputy members of the Board.
11. Determination of the fees to be paid to the Board members and auditors.
12. Election of members of the Board.
13. Election of members of the Nomination Committee.
14. Determination of guidelines for the remuneration of senior executives.
15. Motion concerning amendment of the Articles of Association.
16. Closing of the Meeting.

Motions

Election of Chairman of the Meeting (Item 2)

The Nomination Committee elected prior to the 2009 AGM, comprising Mikael Ekdahl (Melker Schörling AB), Åsa Nisell (Swedbank Robur funds), Henrik Didner (Didner & Gerge funds) and Anders Algotsson (AFA Försäkring), proposes that Chairman of the Board Melker Schörling be elected Chairman of the 2009 AGM.

Presentation of the Annual Report (Item 8)

In connection with the presentation of the Annual Report, the work conducted by the Board of Directors' during 2008 will be described, including:

- a) an account of the Remuneration Committee's work, function and members, as well as the Board of Directors' remuneration policy and
- b) an account of the Audit Committee's work, function and members, as well as the consultancy fees and other fees paid during 2008 to the auditors elected by the 2008 AGM.

Proposed disposition of the Company's profit (Item 9 b)

The Board proposes that no dividend be paid for the 2008 financial year and that the accumulated earnings of SEK 309,611,751 be carried forward.

Motions concerning election of Board members and fees (Items 10-12)

At the Annual General Meeting, in connection the election of Board members and presentation of the motion concerning fees, the Nomination Committee will present and justify the following proposals and submit an account of its work. In connection with the distribution of the official notice, the Nomination Committee's statement justifying the Board of Directors' composition will be available on the company's website, www.hexpol.com.

The Nomination Committee makes the following proposals:

- The number of Board Members shall remain unchanged, without deputies.
- Directors' fees shall be paid as follows: SEK 400,000 to the Chairman of the Board and SEK 200,000 to each of the other Board Members elected by the AGM who are not employed by the company. As remuneration for committee work, the chairman of the Audit Committee shall receive SEK 150,000 and each member of the Audit Committee SEK 75,000.
- Re-election of Board Members Melker Schörling, Georg Brunstam, Alf Göransson, Jan-Anders Månson, Malin Persson and Ulrik Svensson.
- Re-election of Melker Schörling as the Chairman of the Board.

At the 2008 AGM, the registered auditing firm, Ernst & Young AB, was elected as the company's auditor for a period of four years, with the authorised public accountant Ingvar Ganestam as auditor-in-charge, with Stefan Engdahl, authorised public accountant, and Johan Thuresson, authorised public accountant as deputy auditors. Fees to auditors shall be payable according to contract.



Motion concerning election of members of the Nomination Committee (Item 13)

Shareholders jointly representing approximately [63]% of the voting rights in the company propose that the Annual General Meeting resolve as follows pertaining to the Nomination Committee prior to the 2010 Annual General Meeting.

- The Nomination Committee shall have four members.
- Re-election of Mikael Ekdahl (Melker Schörling AB), Åsa Nisell (Swedbank Robur funds), Henrik Didner (Didner & Gerge funds) and Anders Algotsson (AFA Försäkring).
- Re-election of Mikael Ekdahl as the Nomination Committee's chairman.
- Should a shareholder who is represented by one of the Nomination Committee's members cease to belong to the largest shareholders in HEXPOL in terms of voting rights, or should a member of the Nomination Committee no longer be employed by such a shareholder or for some other reason decide to step down from the Nomination Committee prior to the 2010 Annual General Meeting, the Nomination Committee shall be entitled to appoint another representative of the largest shareholders in terms of voting rights to replace such a member.

Determination of guidelines for the remuneration of senior executives (Item 14)

The Board of Directors proposes that the AGM resolve on guidelines for the remuneration of the CEO and other senior executives that essentially involve the following: Remuneration of the CEO shall consist of basic salary, variable remuneration, other benefits and a pension. The variable remuneration is based on earnings and the return on capital employed. Other senior executives are defined as members of Group Management, currently the CFO and the company's business and product area managers.

The combined remuneration must be competitive in the market. The variable remuneration shall be maximized in relation to fixed salary, linked to the earnings trend the individual can affect and be based on the outcome in relation to individually established goals. The variable remuneration shall not be pensionable. Every year, the Board shall consider whether or not share- and share-price based programmes should be proposed to the Annual General Meeting. Pension benefits shall be covered by either defined-benefit or defined-contribution plans, or a combination of the two, with individually defined pensionable age, although never lower than 60 years. The period of notice for employment termination shall normally be six months, if served by the executive.

Between the company and President, the President is entitled to employment termination notice of six months. If employment termination is initiated by the company, the period of notice is 24 months. For other senior executives, the period of notice is six months and from the company the norm is 12 months. The guidelines shall apply to employment contracts entered into after the Annual General Meeting's resolution, and to any amendments of existing contracts. The Board shall be entitled to depart from the guidelines if there are exceptional reasons for doing so in individual cases.

Motion concerning amendment of the Articles of Association (Item 15)

The Board of Directors proposes that the following part of Article 8 of the Articles of Association be amended in accordance with the proposal below.



Proposed wording

Article 8 (part of)

Notice of a General Meeting of Shareholders shall be made in the form of an announcement in *Dagen Industri* and *Post och Inrikes Tidningar*.

Proposed wording

Article 8 (part of)

Notice of a General Meeting of Shareholders shall be made in the form of an announcement in *Post och Inrikes Tidningar* and on the company's website. The fact that notice has been sent shall be announced in *Dagen Industri*.

Notice of the Annual General Meeting and of a General Meeting of Shareholders convened to address amendments to the Articles of Association shall be made no earlier than six weeks and no later than four weeks prior to the Meeting. Notice of other General Meeting of Shareholders shall be made no earlier than six weeks and no later than two weeks prior to the Meeting

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The Board also proposes that the Annual General Meeting's resolution to amend the Articles of Association be conditional on the legal enactment of a change to the manner in which notice of general meetings is to be issued in the Swedish Companies Act (SFS 2005:551), entailing that the proposed wording of Article 7 above be in accordance with the Companies Act.

To be valid, resolutions in accordance with Item 15 must be supported by shareholders representing at least two thirds of both the votes cast and the shares represented at the Meeting.

C. NUMBER OF SHARES AND VOTING RIGHTS IN THE COMPANY

The total number of shares and voting rights in the company is 26,551,977, of which 1,181,250 shares are of Class A and 25,370,727 shares of Class B. The total number of voting rights in the company is 37,183,227.

D. AVAILABLE DOCUMENTATION

The Annual Report documentation and the auditor's statement, including the Board of Directors' motion concerning guidelines for the remuneration of senior executives and the auditors statement confirming compliance with the guidelines, as well as the Board of Directors' and complete motions concerning Items 14-15 above and related documents will be available at the company's office in Malmö no later than Tuesday, 21 April 2009. Copies of the documents will be sent to those shareholders who have notified their desire to receive such information and who have provided their address. They will also be available on the company's website, www.hexpol.com and at the AGM.

Malmö, March 2009
Board of Directors
HEXPOL AB (PUBL)