



DUNI AB (PUBL)

Documents for the Annual General Meeting of Shareholders – Wednesday 7 May 2008

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THE PROPOSALS BY THE NOMINATION COMMITTEE OF DUNI AB (ITEM 2, 12-14 AND 17 ON THE AGENDA) TO THE 2008 ANNUAL GENERAL MEETING, AND THE REPORT ON THE WORK OF THE NOMINATION COMMITTEE (ITEM 11 ON THE AGENDA)

PROPOSALS BY THE NOMINATION COMMITTEE

Election of the chairman of the annual general meeting (item 2 on the agenda)

The nomination committee has proposed Peter Nilsson, the chairman of the board of directors, as chairman of the annual general meeting.

Resolution on the number of directors and election of directors (item 12 and 14 on the agenda)

The nomination committee has proposed re-election of the directors Peter Nilsson, Harry Klagsbrun, Pia Rudengren and Sanna Suvanto Harsaae and new election of the directors Magnus Yngen and Anders Bülow. No deputies shall be elected. The previous directors Gun Nilsson, Gerold Linzbach and Göran Lundqvist have declined re-election.

Magnus Yngen, born 1958, MSc Engineering, technology licentiate of the Royal Institute of Technology in Stockholm. He is vice president and member of the management group of Electrolux. He is also President of CECED (European Committee of Domestic Equipment Manufacturers). Magnus Yngen does not own any shares in Duni AB nor does any closely related person to him. Magnus Yngen is considered independent in relation to the company's major shareholders.

Anders Bülow, born 1953, BA Business Administration of the Stockholm University. He is President of Mellby Gård Industri AB. Anders Bülow does not own any shares in Duni AB nor does any closely related person to him. Anders Bülow is not considered independent in relation to the company's major shareholders.

The nomination committee has proposed that Peter Nilsson, as previously, is elected chairman of the board.

Resolution on the remuneration to be paid to the chairman of the board of directors, the other directors, and to the auditors (item 13 on the agenda)

The nomination committee has furthermore proposed that the chairman of the board of directors shall receive SEK 500,000 (no change from previous year) and other directors appointed by the annual general meeting SEK 250,000 each (no change from previous year). In addition, the chairman of the remuneration committee shall receive SEK 50,000 and the other members of the remuneration committee SEK 25,000 each, and the chairman of the audit committee shall receive SEK 100,000 and the other members of the audit committee SEK 50,000. Previously, no remuneration has been paid for work in the committees in Duni. The nomination committee has further proposed that fair remuneration to the auditors is to be paid as charged.

Proposal regarding the nomination committee (item 17 on the agenda)

The nomination committee proposes that the representatives of the nomination committee shall be appointed through a procedure where the chairman of the board of directors contacts the three largest shareholders in terms of votes as per 30 September 2008, and that such shareholders each appoints a representative to, together with the chairman of the board of directors, constitute the nomination committee up until the next annual general meeting, or, if applicable, up until a new nomination committee has been appointed. The nomination committee shall be convened no later than by 31 October 2008. If any of the three largest shareholders, in terms of votes, renounces from its right to appoint a representative, the right shall pass to the largest shareholder in turn. Should a representative resign from the nomination committee before its work is completed, shall, if considered necessary, a substitute be appointed by the same shareholder that has appointed the resigning representative, or, if this shareholder does not belong to the three largest shareholders in terms of votes anymore, by the new shareholder that belongs to this group. The nomination committee shall appoint one of its members chairman. The composition of the nomination committee shall be made public through a separate press release as soon as the nomination committee has been formed and no later than six months before the annual general meeting. In the event that the ownership structure is changed after the nomination committee has been composed such that one or several shareholders that have appointed a representative to the nomination committee is no longer in the group of the three largest shareholders in terms of votes, the composition of the nomination committee may be changed in accordance therewith if the nomination committee considers that it is necessary. The tasks of the nomination committee shall be to prepare, for the next annual general meeting, proposals in respect of number of members of the board of directors, remuneration to the members of the board of directors, remuneration, if any, for committee work, the composition of the board of directors, the chairman of the board of directors, resolution regarding the nomination committee, chairman at the annual general meeting and, where relevant, election of auditors and auditors fees.

REPORT OF THE NOMINATION COMMITTEE REGARDING ITS WORK AND STATEMENT OF REASONS FOR ITS PROPOSALS

The nomination committee has been composed by Peter Nilsson, chairman of the board, Harry Klagsbrun (representing EQT Partners), Rune Andersson (representing Mellby Gård) and Anders Oscarsson (representing SEB Fonder). The members of the nomination committee were announced on 14 December 2007. Harry Klagsbrun is also member of the board of directors of Duni. Peter Nilsson has been the chairman of the nomination committee. Pursuant to a resolution adopted by Duni's 2007 annual general meeting, the nomination committee has had the task to prepare, for the 2008 annual general meeting, proposals in respect of number of members of the board of directors, remuneration to the members of the board of directors, remuneration, if any, for committee work, the composition of the board of directors, the chairman of the board of directors, chairman at the annual general meeting and, where relevant, election of auditors and auditors fees.

The nomination committee has held four meetings for which minutes were kept. The nomination committee has also had informal contacts between the meetings. To assess to what extent the present board members meets the requirements on the board as a consequence of Duni's current position and future direction, the committee has discussed the composition and the size of the board of directors in terms of e.g. qualifications and industry experience. As a basis for its assessment, the nomination committee has among other things had access to an evaluation of

the board. The nomination committee has also been in contact with, and evaluated, prospective new members of the board. In addition, the nomination committee has been informed of the work of the audit committee in respect of matters related to the auditor. According to the rules of the Swedish Code of Corporate Governance, Duni has also on its website published information on how shareholders may submit proposals for new members of the board of directors to the nomination committee. The nomination committee has however not received any such proposals.

The directors Gun Nilsson, Gerold Linzbach and Göran Lundqvist have, as mentioned above, declined re-election. The nomination committee has met with Magnus Yngen and Anders Bülow. Information on their principal occupation and significant professional commitments may be found in the proposal by the nomination committee regarding election of directors.

The nomination committee makes the assessment that the proposed board of directors meets the demands that will be imposed on the board in the future as a consequence of the company's current position and future direction.

The nomination committee has proposed that the remuneration to the chairman and the other members of the board of directors remains unchanged. The remuneration is well in line with other companies that are engaged in the same line of business, and of the same size, as Duni, and is well adapted considering the workload of the board of directors. The nomination committee has assessed that committee work shall entitle to additional remuneration and has therefore proposed that additional remuneration shall be paid to the members of the compensation committee and the audit committee.

The proposal regarding the nomination committee is in principle unvaried in comparison with the proposal regarding the nomination committee that was submitted to, and adopted at, the 2007 annual general meeting. The nomination committee assesses that the current procedure for appointing the members of the nomination committee is functioning well and provides for continuity of the work of the nomination committee.

THE PROPOSAL BY THE BOARD OF DIRECTORS REGARDING RESOLUTION ON DISPOSITION OF THE COMPANY'S PROFITS AND THE REASONED STATEMENT IN ACCORDANCE WITH THE COMPANIES ACT CH. 18 SEC. 4 (ITEM 10 B ON THE AGENDA)

The board of directors proposes that the profit, according to the adopted balance sheet, shall be disposed such that SEK 1.80 per share is distributed to the shareholders and that the remaining unappropriated earnings in the amount of SEK 1,136,842,089 are carried forward.

The board of directors proposes the following terms and conditions for the dividend.

- SEK 1.80 shall be distributed per share,
- 12 May 2008 is record day for the dividend, and
- payment of the dividend is estimated to be made on 15 May 2008.

The board of directors makes the following reasoned statement according to Ch. 18 Sec. 4 of the Companies Act (2005:551):

The company's and the group's position is good, which is evident from the year-end report regarding the last financial year and from the audited annual report that has been presented by the board. There will be full coverage for the company's restricted equity after distribution of the proposed dividend. On the basis of the pro-forma results of the continuing operations of Duni (i.e. excluding the divested operations in the USA and the divested deSter group), the proposed dividend is well in line with the company's dividend policy.

The cash flow of the company and the group is strong. The equity/assets ratio and liquidity will also after the proposed dividend be satisfactory considering the line of business in which the company and the group operate, and the company and the group are expected to comply with its respective liabilities in the short and long term.

With reference to the foregoing, the board of directors makes the assessment that the dividend is legitimate considering;

1. the requirements that the nature, scope and risks of the operations (of the group as well as of the company) impose on the size of the equity, and
2. the company's and the group's consolidation requirements, liquidity and position in general.

Stockholm, March 2008
The board of directors

THE PROPOSAL BY THE BOARD OF DIRECTORS TO AUTHORIZE THE BOARD OF DIRECTORS TO RESOLVE ON NEW ISSUES OF SHARES, WARRANTS AND/OR CONVERTIBLES (ITEM 15 ON THE AGENDA)

The board of directors proposes that the annual general meeting authorizes the board of directors, until the next annual general meeting, on one or several occasions, with or without deviation from the shareholders' preferential rights, to resolve on new issues of shares, warrants or convertibles. Resolutions that are passed by making use of the authorization may not, in the aggregate, involve an increase of the share capital by more than SEK 5,800,000 (distributed on not more than 4,640,000 new shares). The authorization shall also include the right to resolve on new issues where the shares are to be paid for with non-cash consideration or through set-off of a claim, or otherwise with terms and conditions pursuant to the Companies Act Ch. 13 Sec. 7, Ch. 14 Sec. 9, or Ch. 15 Sec. 9.

The reasons for deviating from the shareholders' preferential rights shall be to enable directed share issues for the purpose of acquisitions of complete or part of companies or businesses, alternatively for raising capital to be used for such acquisitions. The basis for the subscription price shall be the market price of the share.

The president of the company shall be authorized to make such minor adjustments to this resolution that may be needed in connection with registration with the Swedish Companies Registration Office.


THE PROPOSAL BY THE BOARD OF DIRECTORS REGARDING GUIDELINES FOR REMUNERATION TO THE EXECUTIVE MANAGEMENT (ITEM 16 ON THE AGENDA)

The board of directors proposes that the annual general meeting shall adopt the following guidelines for remuneration to the executive management.

Remuneration to the managing director and the nine other individuals in the executive management shall consist of base salary, a variable remuneration, long-term incentive programmes and additional benefits and pensions. The total remuneration shall correspond to market practice and be competitive, and be related to responsibility and authority. The variable remuneration shall be based on the outcome in proportion to defined and measurable targets. The variable remuneration shall not exceed the base salary. In the event of termination of employment initiated by the company, salary during the notice period together with severance pay shall not exceed 18 months salaries. Pension benefits shall be contribution based, unless specific reasons exist. The age of retirement for the senior management shall normally be 65 years, but in no case earlier than 62 years.

The board of directors may deviate from these guidelines only if special causes exist in an individual case.

Öhrlings

PRICEWATERHOUSECOOPERS 

Revisors yttrande enligt 8 kap. 54§ aktiebolagslagen (2005:551) om huruvida årsstämman riktlinjer om ersättningar till ledande befattningshavare har följts

Till årsstämman i Duni AB (publ.), org.nr 556536-7488

Inledning

Vi har granskat om styrelsen och verkställande direktören för Duni AB (publ.) under perioden 1 oktober 2007 – 31 december 2007 följt de riktlinjer för ersättningar till ledande befattningshavare som fastställdes på årsstämman den 1 oktober 2007. För perioden 1 juli 2007 – 30 september 2007 har bolagets interna riktlinjer gällt. Det är styrelsen och verkställande direktören som har ansvaret för att riktlinjerna följs. Vårt ansvar är att lämna ett yttrande, grundat på vår granskning, till årsstämman om huruvida de riktlinjer som årsstämman beslutat har följts.

Granskningens inriktning och omfattning

Granskningen har utförts enligt FAR SRS förslag till Rekommendation RevR 8 Granskning av ersättningar till ledande befattningshavare i aktiemarknadsbolag. Det innebär att vi har planerat och utfört granskningen för att med hög men inte absolut säkerhet kunna uttala oss om huruvida årsstämman riktlinjer i allt väsentligt följts. Granskningen har omfattat bolagets organisation för och dokumentation av ersättningsfrågor för ledande befattningshavare, de nya beslut om ersättningar som fattats samt ett urval av de utbetalningar som gjorts under räkenskapsåret till de ledande befattningshavarna. Vi anser att vår granskning ger oss rimlig grund för vårt uttalande nedan.

Slutsats

Vi anser att styrelsen och den verkställande direktören för Duni AB (publ.) under perioden 1 oktober 2007 – 31 december 2007 följt de riktlinjer för ersättningar till ledande befattningshavare som fastställdes på årsstämman den 1 oktober 2007.

Malmö den 25 mars 2008

PricewaterhouseCoopers AB



Bo Hjalmarsson
Auktoriserad revisor