Minutes of Extraordinary General Meeting of AB Industrivärden (publ), February 12, 2010, in Stockholm

1. Opening of the Meeting

The Meeting was opened by Chairman of the Board Tom Hedelius.

It was noted that attorney Urban Båvestam had been designated to record the minutes of the Meeting.

2. Election of a chairman to preside over the Meeting

<u>It was resolved</u> to appoint attorney Sven Unger as chairman to preside over the Meeting.

<u>It was resolved</u> to approve the presence of representatives of the media as audience.

3. Drawing up and approval of the register of voters

<u>It was resolved</u> to approve the list included in the <u>Appendix</u>, <u>p. 3</u>, to serve as the register of voters for the Meeting.

4. Approval of the agenda

<u>It was resolved</u> to approve the proposed agenda that was included in the Notice of the Extraordinary General Meeting.

5. Election of one or two persons to attest to the accuracy of the minutes

<u>It was resolved</u> to appoint Anders Nyberg and Lisa Gustafsson to check the minutes together with the chairman.

6. Determination of whether the Meeting has been duly convened

The chairman informed the Meeting that the Notice of the Extraordinary General Meeting had been published in the Official Swedish Gazette (Post- och Inrikes Tidningar), Svenska Dagbladet and Dagens Nyheter on January 14, 2010.

The Meeting was declared duly convened.

7. The Board's proposal for resolution on amendment of the Articles of Association

<u>It was resolved</u> in accordance with the Board's proposal, that the limits relating to the share capital in Section 4 of the Articles of Association shall be changed from the present not less than SEK 500,000,000 – not more than SEK 2,000,000,000, to not less than SEK 950,000,000 – not more than SEK 3,800,000,000, and that the number of shares stated in Section 5 of the Articles of Association shall be changed from the present not less than 100,000,000 – not more than 400,000,000, to not less than 380,000,000 – not more than SEK 1,520,000,000.

It was noted that the resolution was approved by all of the shareholders represented at the Extraordinary General Meeting, except for the shareholders listed in the <u>Appendix</u>, p. 7.1.

b.

Further, it was resolved that, in accordance with the Board's proposal, that Section 6, second paragraph of the Articles of Association, shall be changed to read that both A shares and C shares may be issued without other restrictions than set out in Section 5.

It was noted that the resolution was approved by all of the shareholders represented at the Extraordinary General Meeting, except for the shareholders listed in the <u>Appendix</u>, p. 7.1.

Following the changes above, the Articles of Association shall have the wording shown in the Appendix, p. 7.2.

8. Approval of the Board's resolution – subject to the approval of the Extraordinary General Meeting – to issue convertible bonds

It was noted that the Board's complete resolution (<u>Appendix p. 8</u>), including the complete terms for the convertible bonds (Appendix 1 to the Board's resolution) and the Board's report and the auditors' statement pursuant to Chapter 15 Section 8 of the Companies Act (Appendix 2 and Appendix 3 of the Board's resolution), and that other documents pursuant to Chapter 15 Section 8 of the Companies Act, have been available at the company and on the company's website since more than two weeks prior to the Meeting. These documents were presented at the Meeting.

<u>It was resolved</u> to approve the Board's resolution on the issue of convertible bonds in accordance with the Appendix, p. 8.

It was noted that the resolution was approved by all of the shareholders represented at the Extraordinary General Meeting, except for the shareholders listed in the Appendix, p. 7.1.

The chairman thereafter declared the Meeting over.

Minutes checked by:	Minutes-taker:
Sven Unger	Urban Båvestam
Anders Nyberg	
Lisa Gustafsson	