

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

The Board of Directors for Höganäs AB proposes that the Annual General Meeting on 27 April 2009 resolves that § 11 of the Articles of Association shall have the following amended wording.

### **Current wording**

§ 11

Notice of a General Meeting as well as other notices to the shareholders shall be made by advertisement *in Svenska Dagbladet and in the Swedish Official Gazette (Sw. Post- och Inrikes Tidningar)*. *The notice to the Annual General Meeting and notice to extraordinary General Meetings where a matter regarding changes in the Articles of Association shall be dealt with shall be issued not earlier than six weeks and not later than four weeks before the meeting. Notice to other extraordinary General Meetings shall be issued not earlier than six weeks and not later than two weeks before the meeting.*

### **Proposed wording**

§ 11

Notice of a General Meeting as well as other notices to the shareholders shall be made by advertisement *in the Swedish Official Gazette (Sw. Post- och Inrikes Tidningar) and on the company's website. At the time of the notice, an announcement with information that the notice has been issued shall be published in Svenska Dagbladet.*

Further, 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 § 11 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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Höganäs March 2009  
HÖGANÄS AB (publ)  
The Board of Directors