

DUSTIN GROUP AB (PUBL)
NOTICE OF ANNUAL GENERAL MEETING

The shareholders of Dustin Group AB, reg no 556703-3062 (the “Company” or “Dustin”), are hereby summoned to the annual general meeting on 19 January 2016 at 2.00 p.m. at the Cinema Grand on Sveavägen 45, Stockholm. Registration for the annual general meeting starts at 1.00 p.m.

RIGHT TO ATTEND THE GENERAL MEETING

Shareholders who wish to attend the annual general meeting must:

- be registered in the share register maintained by Euroclear Sweden AB on Wednesday 13 January 2016, and
- notify the company of their intention to attend the meeting no later than Wednesday 13 January 2016, through email: gm@dustingroup.com or in writing to Dustin Group AB (publ), Att: General Meeting, Box 1194, SE-131 27 Nacka Strand, Sweden.

The notification must state the shareholder’s name, personal identity number/registration number, address and day time telephone number, shareholding and, if applicable, information about the attendance of any assistants and information about any proxies.

Shareholders represented by proxy must submit a dated and signed power of attorney. The original power of attorney should be sent to Dustin Group AB at the address mentioned above in good time prior to the general meeting. Representatives of a legal entity must present a certified copy of the certificate of registration or equivalent document.

A proxy form is available at <http://www.dustingroup.com/en/annual-general-meeting> together with the notice and other documents relating to the annual general meeting.

NOMINEE-REGISTERED SHARES

Shareholders whose shares are registered in the name of a nominee through a bank or a securities institution must temporarily re-register their shares in their own names in order to be entitled to attend the general meeting. Such registration must be duly effected in the share register maintained by Euroclear Sweden AB on 13 January 2016, and the shareholders must therefore advise their nominees well in advance of this date.

PROPOSED AGENDA

1. Opening of the meeting
2. Appointment of chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to approve the minutes
6. Determination of whether the general meeting has been duly convened
7. Presentation of the annual report and the auditor’s report, as well as the annual report for the group and the auditor’s for the group
8. Presentation by, and questions to, the managing director
9. Resolutions regarding:

- (a) approval of the income statement and balance sheet, as well as the consolidated income statement for the group and the consolidated statement of financial position for the group,
 - (b) allocation of the company's result according to the adopted balance, and
 - (c) on whether to discharge the board and the managing directors from liability.
10. Report on the work of the nomination committee
 11. Determination of the number of members of the board of directors
 12. Determination of the number of auditors and, if applicable, deputy auditors
 13. Determination of remuneration to the members of the board of directors and the auditors
 14. Election of the members of the board of directors
 15. Election of auditor
 16. Resolution on nomination committee
 17. The board of directors' proposal on guidelines for remuneration to the managing director and other senior executives
 18. Resolution on the proposal on the adoption of a long-term incentive plan 2016 (LTI 2016) and issue of warrants
 19. Closing of the meeting

THE NOMINATION COMMITTEE

The nomination committee for the annual general meeting has consisted of the following members:

- Fredrik Strömholm, Altor Fund II GP Limited, chairman of the nomination committee
- Paul Schrotti, Axel Johnson AB/Axmedia AB
- Jannis Kitsakis, Fjärde AP-fonden
- Lennart Francke, Swedbank Robur fonder
- Fredrik Cappelen, chairman of the board of directors of Dustin

PROPOSALS FOR DECISIONS, ETC.

Item 2 – Appointment of chairman of the meeting

The nomination committee proposes that Fredrik Cappelen shall be appointed chairman of the annual general meeting.

Item 9 (b) – Allocation of the company's result according to the adopted balance

The board of directors proposes that the distributable assets, SEK 284,415,344, shall be allocated so that approximately SEK 129,494,296 shall be paid in dividend and the remainder of about SEK 154,921,048 shall be carried forward. Thus, the board of directors proposes a dividend of SEK 1.7 per share and proposes that the record date for the dividend shall be 21 January 2016. If the general meeting resolves in accordance with the proposal, the dividend is expected to be paid through Euroclear Sweden AB on 26 January 2016.

Item 11 - Determination of the number of members of the board of directors

The nomination committee proposes that the board of directors shall consist of seven board members without deputy board members.

Item 12 - Determination of the number of auditors and, if applicable, deputy auditors

The nomination committee proposes that a registered auditing firm shall be elected as auditor without deputy auditors.

Item 13 - Determination of remuneration to the members of the board of directors and the auditors

The nomination committee proposes that remuneration to the board of directors shall be paid in a total amount of SEK 2,250,000, which is an increase of SEK 750,000 in relation to the previous year. The nomination committee proposes that the total remuneration shall be distributed as follows: SEK 750,000 to the chairman of the board of directors and SEK 250,000 to each of the other member of the board of directors. The remuneration per board member and chairman, respectively, is unchanged in relation to the previous year. It is proposed that no additional remuneration shall be paid for committee work. Further, the nomination committee proposes that the auditor's fees shall be paid as per approved current account.

Item 14 - Election of the members of the board of directors

The nomination committee proposes that, for the period until the end of the next annual general meeting, the board members Fredrik Cappelen, Tomas Franzén, Stefan Linder, Mattias Miksche and Maija Strandberg are re-elected and that Gunnel Duveblad and Johan Fant are elected as board members.

Further, the nomination committee proposes that Fredrik Cappelen is re-elected as chairman of the board of directors.

Item 15 - Election of auditor

The nomination committee proposes that the auditing firm Ernst & Young AB is re-elected as auditor for the period until the end of the next annual general meeting.

Ernst & Young AB has informed that, if the general meeting resolves in accordance with the nomination committee's proposal, the authorised public accountant Jennifer Rock-Baley will continue as the auditor in charge.

Item 16 - Appointment of a nomination committee

The nomination committee proposes that the nomination committee for the annual general meeting 2015/16 shall consist of representatives of the four largest shareholders as per 31 May 2016, according to the shareholders register held by Euroclear Sweden AB, and the chairman of the board of directors. The chairman of the board of directors shall summon the first meeting of the nomination committee. The representative of the largest shareholder shall be appointed chairman of the nomination committee.

If one or several shareholders do not wish to appoint a representative for the nomination committee, the shareholder that is next in line shall be contacted. No more than the six largest shareholders need to be contacted, if it is not needed in order for the nomination committee to consist of at least three members (including, if applicable, the chairman of the board of directors).

In the event a shareholder represented by a member of the nomination committee is no longer one of the largest shareholders of the Company at a point in time of more than two months prior to the annual general meeting 2015/16, the representative of such shareholder shall resign and a new representative shall be appointed by the new shareholder that is recognised as one of the largest

shareholders. In the event that a representative of the nomination committee resigns before the work of the committee is completed, and if it is deemed to be necessary, the same shareholder who appointed the resigned representative or, if such shareholder is no longer among the largest shareholders, the largest shareholder in turn, has the right to appoint a new representative. Changes in the composition of the nomination committee shall be announced immediately.

The composition of the nomination committee for the annual general meeting 2015/16 will be announced no later than six months prior to the annual general meeting. The period of office for the nomination committee is until a new nomination committee has been appointed.

No compensation will be paid to the members of the nomination committee. If necessary, the company shall reimburse expenses that are deemed reasonable and necessary for the nomination committee to fulfil its assignment.

Item 17 - The board of directors' proposal on guidelines for remuneration to the managing director and other senior executives

The board of directors proposes that the annual general meeting resolves on the following guidelines for remuneration to the managing director and other senior executives as set forth below.

The total remuneration of individual senior executives in Dustin shall be in line with market practice and shall be competitive in order to attract, motivate and retain key employees. The intention is to create incentives for the senior executives to execute strategic plans and to deliver excellent operative results, as well as to unite senior executives' interests with the interests of the shareholders.

The remuneration to the managing director and other senior executives shall consist of base salary, short term variable remuneration (STI) which shall be based on achieved financial targets for Dustin as well as individual performance, and long term variable remuneration based on share and share related incentive programs (LTI). This is in addition to pension and other customary benefits.

- The base salary shall be based on the senior executive's competence and area of responsibility. The base salary shall be the basis for the STI. The base salary shall be reviewed annually.
- The STI shall be based on performance in relation to established goals. The goals must be individual, measurable and linked to Dustin's financial results and to specific accomplishments and processes (individual goals). The managing director's STI can amount to a maximum of 70 per cent of the base salary. For other senior executives the STI can amount to a maximum of 50 per cent of the base salary.
- The vesting period for the LTI-program must be at least three years. The LTI-program shall be based on shares or share related securities. The LTI shall ensure long-term incentives linked to Dustin's development. Every share based LTI shall require approval of the shareholders before launch.
- Other benefits may include health insurance and other customary benefits. Other benefits shall not constitute a material portion of the total remuneration.
- Senior executives will be offered individual pension plans amounting to a maximum of 30 per cent of the base salary or defined contribution pension solutions.
- In the event of termination by the company, the notice period for senior executives shall amount to a maximum of 12 months.

Under special circumstances, the board of directors may deviate from the above guidelines. In such case, the board of directors is required to explain the reason for the deviation at the following annual general meeting.

Item 18 - Resolution on the proposal on the adoption of a long-term incentive plan 2016 (LTI 2016) and issue of warrants

Number of warrants and exercise price

The board of directors proposes that the meeting resolves to issue not more than 711,731 warrants, in one series, within the scope of an employee incentive programme for group management. In total, the incentive programme will encompass a maximum of approximately 10 individuals.

The warrants shall be able to be subscribed for by the wholly-owned subsidiary Dustin AB, which shall transfer the warrants to employees within the group. The transfer of the warrants to the participants shall be made at a price corresponding to the market value of the warrant (i.e. the warrant premium). The participants in the incentive programme may only acquire such number of warrants that upon subscription for new shares correspond to approximately 1 per cent of the company's share capital and votes following dilution. There can be no over-subscription.

Each warrant shall entitle the holder to subscribe for one new share. The warrants shall be issued free of charge to the wholly owned subsidiary Dustin AB.

Each warrant shall, during the period commencing on 30 January 2019 and up to and including 30 June 2019, entitle the holder to subscribe for one new share in Dustin Group AB (publ) at an exercise price corresponding to 120 per cent of the average volume weighted Dustin share price as quoted on Nasdaq Stockholm's official price list during the period 10 trading days after the shareholders' meeting resolving on the incentive programme. The exercise price, determined as set out above, shall be rounded to the nearest SEK 0.10, whereby SEK 0.05 shall be rounded downwards. The exercise price and the number of shares that each employee stock option entitles to subscription for shall be recalculated in the event of a split, consolidation, new share issue etc. in accordance with market practice. If the warrants are completely exercised the share capital will increase by SEK 3,558,655.

Transfer of warrants

The following terms and conditions shall be applied to the further transfer of the warrants

The issued warrants shall, with disapplication from pre-emption rights, be able to be subscribed for by Dustin AB – a wholly owned subsidiary to Dustin Group AB - where after this company shall offer the warrants to individuals within the group management team. The transfer of the warrants shall be made at a price corresponding to the market value of the warrants (the warrant premium), calculated according to the Black & Scholes valuation model. The valuation of the warrants shall be made by an independent appraiser or auditor firm. The company shall in connection with the transfer of the warrants to the participants reserve a pre-emption right regarding the warrants if the participant's employment or assignment within the group is terminated or if the participant wishes to transfer its warrants.

The transfer of the warrants in accordance with the above-mentioned proposal may take place only to the extent that the total number of warrants according to the above-mentioned programme does not exceed 711,731 warrants.

Allocation of warrants

Group Management of the Dustin group who have entered into a pre-emption agreement with Dustin Group AB (publ) shall be entitled to be transferred warrants, with a maximum 237,244 warrants to the CEO and a maximum 474,487 to other members of group management, whereof no individual other member of group management may be transferred more than 88,966 warrants.

Board members shall not be eligible to participate in the incentive programme.

Dilution of existing shares and votes

Based on the number of shares and votes outstanding in the company, the proposed incentive programme implies, upon exercise of all 711,731 warrants, a full dilution corresponding to approximately 1 per cent of the total number of shares and votes outstanding in the company. If all outstanding incentive programmes in the company are included in the calculation, the corresponding maximum level of dilution amounts to approximately 2.5 per cent.

Information about Dustin's current incentive programmes is available in the annual report for the financial year 2014/15, note 7, and on the company's website, ww.dustingroup.com.

Costs

The transfer of the warrants shall be made at a price corresponding to the market value of the warrants and therefore no social security contributions are to be paid by the group in relation to the issue and transfer of the warrants. The market value of the warrants is, in accordance with a preliminary valuation made based on a market value on the underlying share corresponding to the closing price of the company's share on 9 December, 2015, SEK 7.01 per warrant, assuming an exercise price of SEK 75.60 per share. The Black & Scholes valuation model has been used for valuing the warrants, assuming a risk free interest of -0.15 per cent and a volatility of 25 per cent.

Other expenses for the incentive programme related to fees to external advisors and costs for administration of the programme are expected to amount to approximately MSEK 1 in total during the term of the warrants.

The background and rationale for the proposal

The rationale for the proposal is to create opportunities to keep competent and to increase the motivation amongst management to the group. The Board of Directors considers that the adoption of the incentive programme as described above is in the favour of the group and the shareholders in the company.

DOCUMENTS

The annual report and the auditor's report for the financial year 2014/15, the board of director's and the nomination committees complete proposals regarding the items mentioned above as well as the board of directors statement regarding the proposed dividend will be available for inspection at the Company's office at Nacka Strand and on the Company's webpage www.dustingroup.com, at the latest three weeks prior to the general meeting, and will be sent to shareholders who so request and state their address. The documents will also be available at the general meeting.

NUMBER OF SHARES AND VOTES IN THE COMPANY

At the time of the announcement of this notice, the total number of shares and votes in the Company amounted to 76,173,115. At the time of the announcement of this notice, the Company holds no own shares in the Company.

MAJORITY REQUIREMENTS

Resolution in accordance with item 18 above requires approval of least nine tenths of the shares represented and votes cast at the general meeting.

INFORMATION

The shareholders are reminded of their right to require information in accordance with Chapter 7 Section 32 of the Swedish Companies Act.

Stockholm, December 2015

The board of directors of Dustin Group AB