

Stockholm 15 March 2010

## Press release

*This is a non-official translation of the Swedish original version. In case of differences between the English translation and the Swedish original, the Swedish text shall prevail.*

## Notice of the Annual General Meeting of Björn Borg AB (publ)

The shareholders of Björn Borg AB (publ) are hereby invited to attend the annual general meeting, to be held at the company's premises, on Thursday, 15 April 2010, at 5 p.m. at Götgatan 78 (Skrapan), 23<sup>rd</sup> floor, Stockholm, Sweden.

### Notification of attendance

Shareholders who wish to attend the meeting must, firstly, be listed in the shareholders' register maintained by Euroclear Sweden AB on Friday, 9 April 2010, and secondly, give notice of their intention to attend the meeting no later than that day (Friday, 9 April 2010). Notification shall be given by mail to Björn Borg AB, Götgatan 78, 118 30 Stockholm, by telephone 08-506 33 700, or by e-mail to [stamma@bjornborg.com](mailto:stamma@bjornborg.com). Name, personal number/corporate registration number, address, telephone number and any accompanying persons, should be stated when notification is given.

Representatives of shareholders and corporate representatives shall deliver authorization documents to Björn Borg well in advance of the annual general meeting. Proxy forms are available on the company website [www.bjornborg.com](http://www.bjornborg.com).

In order to attend the meeting, shareholders with custodian registered shares must have such shares temporary registered in their own names, in the shareholders' register maintained by Euroclear Sweden AB. This procedure, so-called voting rights registration, must have been effected on Friday, 9 April 2010, which means that the shareholders must inform the custodian well in advance before this date.

### Proposed agenda

1. Opening of the meeting
2. Election of the chairman of the meeting
3. Preparation and approval of the voting list
4. Election of one or two persons to check the minutes
5. Determination of whether the meeting has been duly convened
6. Approval of the agenda
7. Presentation of the annual report and the auditor's report, and the consolidated financial statements and the consolidated audit report
8. Speech by the president
9.
  - a) Resolution on adoption of the income statement and balance sheet, and of the consolidated income statement and the consolidated balance sheet
  - b) Resolution on disposition of the company's profits in accordance with the approved balance sheet and record date for dividends, in case the annual general meeting decides a dividend
  - c) Resolution on discharge from personal liability of the directors and the president
10. Report on the work of the nomination committee
11. Resolution on the number of directors
12. Resolution on the remuneration to be paid to chairman of the board of directors, other directors and to the auditors
13. Election of directors and chairman of the board
14. The proposal by the board of directors to authorize the board of directors to resolve on new issues of shares, warrants and/or convertibles
15. The proposal by the board of directors to authorize the board of directors to resolve on the acquisition and transfer of the company's own shares
16. The proposal by the board of directors regarding guidelines for remuneration to the executive management
17. Proposal regarding the nomination committee
18. Closing of the meeting

## **Proposals**

### *Item 2 - Election of the chairman of the meeting*

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

### *Item 9b – Resolution on disposition of the company's profits in accordance with the approved balance sheet and record date for dividends, in case the annual general meeting decides a dividend*

The board of directors proposes a dividend of SEK 5.00 per share and that the record date for the dividend be on Tuesday, 20 April 2010. If the annual general meeting approves this proposal, payment through Euroclear Sweden AB is estimated to be made on Friday, 23 April 2010.

### *Item 11-13 – Resolution on the number of directors; resolution on the remuneration to be paid to the chairman of the board of directors, the other directors, and to the auditors; and election of directors and chairman of the board*

The nomination committee has proposed re-election of the directors Monika Elling, Fredrik Löfstedt, Fabian Månsson, Mats H Nilsson, Vilhelm Schottenius, Michael Storåkers and Nils Vinberg, and new election of the director Kerstin Hessius. No deputies shall be elected. The nomination committee has proposed that Fredrik Löfstedt, as previously, is elected chairman of the board.

The nomination committee has furthermore proposed that the chairman of the board of directors is to receive SEK 300,000 (no change from previous year) and that the remuneration to other directors shall be SEK 100,000 each (no change from previous year). The nomination committee has further proposed that an annual remuneration henceforth is to be paid to board members for work on board committees with SEK 15,000 to each of the members of the remuneration committee and SEK 25,000 to the chairman of the committee, and SEK 25,000 to each of the members of the audit committee and SEK 40,000 to the chairman of the committee. The nomination committee has further proposed that fair remuneration to the auditors is to be paid on approved accounts. The nomination committee's reasoned statement regarding the proposed board of directors, and information about the proposed directors, can be found on the company's web site [www.bjornborg.com](http://www.bjornborg.com).

### *Item 14 - The proposal by the board of directors to authorize the board of directors to resolve on new issues of shares, warrants and/or convertibles*

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 390,625 (distributed on not more than 1,250,000 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, and to consolidate the company's financial position when needed. The basis for the subscription price shall be the market price of the share. The authorization shall not be able to be used to resolve on new issues, which are directed, in whole or partially, to one or more existing shareholders – on new issues, where shareholders shall be entitled to subscribe, shall instead the Swedish Company Act's rules on preferential right apply.

### *Item 15 - The proposal by the board of directors to authorize the board of directors to resolve on the acquisition and transfer of the company's own shares*

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, to resolve on the acquisition and transfer of the company's own shares to the extent that the shareholding of the company, after such acquisitions, does not exceed ten percent of all the shares in the company. Acquisitions shall be made on the NASDAQ OMX Stockholm AB at a price within the from time to time applicable spread, i.e. the difference between the highest bid price and the lowest offer price, observing the NASDAQ OMX Stockholm AB's regulatory framework for issuers, applicable from time to time, or in accordance with an offer to purchase shares which has been directed to all shareholders. The purpose of any acquisitions is to give the board of directors an increased ability to act in its work with the company's capital structure and to, where appropriate, enable share acquisitions to transfer the same shares in connection with financing of acquisitions of companies or other kinds of strategic investments.

The board of directors further proposes that the annual general meeting authorizes the board of directors, until the next annual general meeting, on one or several occasions, to resolve on transfers of shares in the company to

third parties. Transfer of own shares may only occur as liquid in connection with acquisitions of companies, and other kinds of strategic investments and acquisitions, or to finance such acquisitions and investments. Transfers may be made of a maximum of so many shares which the company from time to time possesses. Transfers may take place at the NASDAQ OMX Stockholm AB or outside the NASDAQ OMX Stockholm AB, involving a right to deviate from the shareholders' preferential rights. Transfers at the NASDAQ OMX Stockholm AB shall take place at a price within the from time to time applicable spread. Transfers outside the NASDAQ OMX Stockholm AB shall take place at a price in cash or non-cash consideration that corresponds to the market share price at the time of the transfer of those shares that are transferred, with such a deviation that the board of directors finds appropriate. The reasons for the board of directors' right to deviate from the shareholders' preferential rights shall be to enable financing of acquisitions of companies and other kinds of strategic investments in a cost-efficient way.

*Item 16 - The proposal by the board of directors regarding guidelines for remuneration to the executive management*

The board of directors proposes in the main that the annual general meeting shall adopt the following guidelines for remuneration to the executive management. Remuneration to the managing director and the seven other individuals in the executive management shall consist of base salary, a variable remuneration, previously established 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 and be limited in relation to the target compensation that has been determined. The variable remuneration shall never exceed the base salary. In the event of termination of employment initiated by the company, the notice period shall not be longer than 12 months. Severance pay shall not exist. Pension benefits are to be determined by charge and entitle the executive management to pension from the age of 65 years. The board of directors may deviate from these guidelines only if special causes exist in an individual case.

*Item 17 - Proposal regarding the nomination committee*

The nomination committee of the company proposes that the representatives of the nomination committee shall be appointed through a procedure where the chairman of the board of directors contacts the four largest shareholders in terms of votes based on shareholders statistics from Euroclear Sweden AB as per 31 August 2010, 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. If the chairman of the board, directly or through companies, would be one of the four aforementioned largest shareholders, shall the nomination committee be composed of four members (the chairman and the three representatives appointed by the other three largest shareholders). If any of these shareholders elects to renounce 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 four 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 on the company's web site 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 four largest shareholders in terms of votes, the composition of the nomination committee may be changed in accordance therewith if the nomination committee considers that so 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 and the auditors, 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.

**Specific majority requirements**

The proposals under item 14 and 15 are subject to the resolutions by the annual general meeting being supported by shareholders representing at least 2/3 of the votes cast as well as the number of shares represented at the meeting.

There are in the aggregate 25,148,384 shares outstanding in Björn Borg carrying one vote each; accordingly there are 25,148,384 votes.

**Available documents**

The accounts, the auditor's report, the board of director's reasoned statement, the auditor's report regarding the previous guidelines for remuneration to the executive management and the complete proposals for decisions with respect to items 9b and 14-17 will be available to the shareholders at the company and at the company's website

www.bjornborg.com as of latest 1 April 2010, and will also be distributed to shareholders that has requested it, and that have informed of its postal address.

Stockholm, March 2010

*The Board of Directors*

For further information, please contact:

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#### **About Björn Borg**

*The Group owns the Björn Borg trademark and its operations are focused on underwear. To that is offered adjacent products, footwear and through licensees also bags, eyewear and fragrances. Björn Borg products are sold in around fifteen markets, of which Sweden and Holland are the largest. The Björn Borg Group has operations at every level from branding to consumer sales in its own Björn Borg stores. Total sales of Björn Borg products in 2009 amounted to almost SEK 2 billion, excluding VAT, at the consumer level. Group net sales amounted to SEK 520 million as per December 31, 2009, with 92 employees. The Björn Borg share is listed on the Nasdaq OMX Nordic in Stockholm since 2007.*