



Malmö 31 March 2014

Notice of Annual General Meeting of Shareholders, May 6, 2014

In accordance with the listing agreement with NASDAQ OMX Stockholm, Duni AB hereby also announces, by issuing a press release, the content of the notice concerning Duni's Annual General Meeting on May 6, 2014.

Attachment: Notice of Duni's Annual General Meeting 2014.

For further information:

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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 Duni AB (publ)

The shareholders of Duni AB (publ) are hereby invited to attend the annual general meeting to be held on Tuesday, 6 May 2014, at 3 p.m. at Skånes Dansteater, Östra Varvsgatan 13 A in Malmö. Registration starts at 2.15 p.m.

Notification of attendance

Shareholders who wish to attend the general meeting must, firstly, be recorded in the shareholders register maintained by Euroclear Sweden AB on Tuesday, 29 April 2014, and secondly, give notice to the company of their intention to attend the meeting no later than that day (29 April 2014). Notification shall be given by post to Duni AB, Box 237, 201 22 Malmö, by e-mail to bolagsstamma@duni.com or by telephone 0046-40-10 62 00. Name, personal identity 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 Duni in due time before the meeting. A proxy form is available on Duni's website, www.duni.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 Tuesday, 29 April 2014, which means that the shareholders must inform the custodian in due time 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 CEO
9. Report on the work of the board of directors and the board committees
10. 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 profit or loss in accordance with the approved balance sheet and record date, in case the meeting resolves upon a dividend
- c) Resolution on discharge from personal liability of the directors and the CEO
- 11. Report on the work of the nomination committee
- 12. Resolution on the number of directors
- 13. Resolution on remuneration to the chairman of the board of directors, the other directors and to the auditor
- 14. Election of directors, chairman of the board of directors and auditor
- 15. Proposal by the board of directors to authorize the board of directors to resolve on issues of shares, warrants and/or convertibles
- 16. Proposal by the board of directors regarding guidelines for remuneration to the senior executives
- 17. The nomination committee's proposal for resolution regarding the nomination committee
- 18. Closing of the meeting

Proposals

Item 2 - Election of the chairman of the meeting

The nomination committee has proposed Anders Bülow, the chairman of the board of directors, as chairman of the meeting.

Item 10b - Resolution on disposition of the company's profit or loss in accordance with the approved balance sheet and record date in case the annual general meeting resolves upon a dividend

The board of directors proposes a dividend of SEK 4.00 per share. As record date for the dividend, the board of director's has proposed 9 May 2014. If the meeting resolves in accordance with the proposal, the dividend is expected to be distributed through Euroclear Sweden AB on 14 May 2014.

Item 12-14 - Resolution on the number of directors; resolution on remuneration to the chairman of the board of directors, the other directors, and to the auditor; election of directors, chairman of the board of directors and auditor

The nomination committee has proposed that the number of directors shall be five and has proposed re-election of the directors Anders Bülow, Alex Myers, Pia Rudengren and Magnus Yngen, and to elect Pauline Lindwall as new director. Anders Bülow is proposed to be re-elected as chairman of the board of directors.

Pauline Lindwall (born 1961) has a Bachelor of Science in BAE from the University of Växjö and is working as Category Director Coffee at Mondelez International in Zürich. Pauline Lindwall has extensive international experience, having worked with both consumer- and HoReCa products, primarily within Nestlé. She is currently a board member of Celesio AG.

The nomination committee has furthermore proposed that the fee shall remain unchanged and that the chairman of the board of directors shall receive SEK 500,000 and the other directors appointed by the annual general meeting SEK 265,000 each. In addition, remuneration for committee work shall remain unchanged and the chairman of the remuneration committee shall receive SEK



55,000 and the other members of the remuneration committee SEK 25,000 each, and the chairman of the audit committee shall receive SEK 107,000 and the other members of the audit committee SEK 50,000 each. The nomination committee has also proposed re-election of the registered public accounting firm PricewaterhouseCoopers AB for the period until the end of the next annual general meeting. PricewaterhouseCoopers AB has informed that Eva Carlsvi will continue as auditor in charge. The nomination committee has further proposed that fair remuneration to the auditor is to be paid as charged. Information about the proposed directors can be found on www.duni.com and will also be available at the annual general meeting.

Item 15 - The proposal by the board of directors to authorize the board of directors to resolve on issues of shares, warrants and/or convertibles

The board of directors proposes that the general meeting authorizes the board of directors, until the next annual general meeting, on one or several occasions, to resolve on issues of shares, warrants and/or convertibles. Resolutions by virtue of the authorization may, in the aggregate, result in an increase of the share capital by a maximum of SEK 5,800,000 (distributed on not more than 4,640,000 new shares). The authorization shall include the right to resolve on issues where the shares are to be paid for with cash with pre-emptive rights for the shareholders, and the right to resolve on issues against payment in kind with or without conditions pursuant to Ch. 13 Sec. 5, paragraph one, item six, Ch. 14 Sec. 5, paragraph one, item six, or Ch. 15 Sec. 5, paragraph one, item four of the Swedish Companies Act. A resolution on an issue against payment in kind, by virtue of the authorization, shall be made to enable acquisitions of whole, or parts of, other companies or businesses against payment with own shares, warrants and/or convertibles. The basis for the subscription price shall be the market value of the share.

Item 16 - The proposal by the board of directors regarding guidelines for remuneration to senior executives

The board of directors proposes the following guidelines for remuneration to senior executives. Remuneration to the CEO and the other individuals in the executive management shall normally consist of basic salary, a variable remuneration and additional benefits and pensions. The total remuneration shall be in line with market conditions and be competitive, and be related to responsibility and authority. The variable remuneration shall be based on the fulfilment of pre-determined and measurable profit targets, created to promote creation of long-term value in the company. The variable remuneration shall not exceed the basic 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' salary. Pension benefits shall be fee based, unless specific reasons exist. The age of retirement for the executive management shall normally be 65 years, but in no case lower than 62 years. The board of directors may deviate from these guidelines only if in an individual case, there are specific grounds for such deviation.

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 three largest shareholders in terms of votes as per 30 September 2014, 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 31 October 2014. If any of the three largest shareholders, in terms of votes, renounces 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, a substitute shall be appointed by the same shareholder that has appointed the resigning representative, if considered necessary, 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 as chairman. The composition of the nomination committee shall be made public 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 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 election of auditors.

Other information

There are in the aggregate 46,999,032 shares outstanding in Duni carrying one vote each; accordingly there are 46,999,032 votes. The company does not hold any own shares. In accordance with the Swedish Companies Act Ch. 7 Sec. 32, the shareholders have the right to ask questions at the annual general meeting regarding the items on the agenda and about the financial situation of the company and the group. Shareholders who wish to submit questions in advance of the annual general meeting, shall send these to Duni AB, Box 237, 201 22 Malmö or per e-mail to bolagsstamma@duni.com.

The accounts, the auditor's report, the board of director's reasoned statement and the auditor's statement on the earlier guidelines for remuneration to senior executives, and the complete proposals for resolutions with respect to items 10b and 15-17 will be available to the shareholders no later than 15 April 2014 at the company and on the company's website www.duni.com, and will also be distributed to shareholders that so request, and provide their postal address.

Malmö, March 2014
DUNI AB (publ)

The Board of Directors