

ANNUAL GENERAL MEETING OF CARDO

Shareholders in Cardo AB (publ) are herewith invited to attend the Annual General Meeting on Wednesday, April 7 2010 at 5.00 p.m. at Palladium, Södergatan 15 in Malmö, Sweden.

RIGHT TO PARTICIPATE IN MEETING

Shareholders wishing to participate in the General Meeting of Shareholders must be entered in the register of shareholders maintained by Euroclear Sweden AB on Tuesday, March 30 2010 and give notice of their intention to attend the General Meeting of Shareholders no later than Tuesday, March 30 2010, preferably before 4.00 p.m.

Notice of intention to attend the meeting shall be given either:

- via Cardo's website at www.cardo.com or by e-mail to info@cardo.com
- by telephone on +46 10 4747 452 or fax +46 40 97 64 40
- by ordinary mail to Cardo AB, AGM, Box 486, SE-201 24 Malmö, Sweden

When giving notice of their intention to participate in the meeting, shareholders should state their name, personal/corporate identity number, address, telephone number, number of shares and number of advisors. This information will only be used for necessary registration and for drawing up a voting list.

Shareholders who are represented by a proxy should submit an original instrument of proxy together with the notice of intention to participate. Persons representing a legal entity must produce a copy of the registration certificate or similar instrument of authority showing authorization to sign for the said entity. The Company provides a form of proxy at www.cardo.com and will provide one by ordinary mail to shareholders who contact the Company and give their address.

In order to be able to exercise the right to vote in the meeting, shareholders whose shares are nominee registered through the trust department in a bank or an independent securities dealer must have the shares temporarily registered in their own name. Consequently, temporary registration, known as "voting right registration", should be requested of the nominee well in advance of Tuesday, March 30 2010.

PROPOSED AGENDA

1. Opening of the meeting.
2. Election of a chairman to preside at the meeting.
3. Preparation and approval of voting list.
4. Approval of agenda.
5. Election of two people to check the minutes.
6. Question of whether the meeting has been properly convened.
7. Presentation of
 - (a) the annual report and audit report,
 - (b) the consolidated financial statements and the audit report for the Group,
 - (c) the Board of Directors' proposal for dividend.
8. The President's report.
9. Resolution on adoption of the income statement and balance sheet as well as of the consolidated income statement and consolidated balance sheet, all as per December 31 2009.
10. Resolution on appropriation of the Company's earnings according to the balance sheet adopted and on the establishment of a record day.
11. Resolution on discharge from responsibility for the members of the Board of Directors and the President.
12. Establishment of the number of Directors
13. Establishment of fees for the Board of Directors and auditors.
14. Election of Board of Directors.
15. Resolution on guidelines for remuneration of senior management.
16. Resolution on authorizing the Board of Directors to acquire shares in the Company.
17. Closing of the meeting.

PROPOSAL FOR ELECTION OF CHAIRMAN AT GENERAL MEETING OF SHAREHOLDERS (ITEM 2)

Cardo's nomination committee, consisting of Claes Boustedt (chairman), L E Lundbergföretagen AB, Göran Espelund, Lannebo funds, Mats Lagerqvist, Swedbank Robur funds and Fredrik Lundberg, Chairman of Cardo, representing the largest shareholders in the Company and approximately 51 percent of the votes, has proposed that Fredrik Lundberg be chairman of Cardo's Annual General Meeting 2010.

DIVIDEND (ITEM 10)

The Board of Directors proposes declaring a dividend of SEK 9.00 per share for the financial year 2009. The proposed record day is April 12 2010. Provided the meeting resolves in accordance with the proposal, Euroclear Sweden AB expects to be able to distribute dividend on April 15 2010.

PROPOSAL FOR ELECTION OF DIRECTORS AND DETERMINATION OF FEES FOR DIRECTORS AND AUDITORS (ITEMS 12 - 14)

The nomination committee has proposed the following:

The number of Directors is to be nine. Fredrik Lundberg shall be re-elected as

Chairman of the Board of Directors. As other Directors, Johnny Alvarsson, Peter Aru, Tuve Johannesson, Ulf Lundahl, Carina Malmgren Heander and Lennart Nilsson shall be re-elected and Katarina Martinson and Krister Mellvé shall be newly elected. Anders Rydin has declined re-election.

Katarina Martinson is 28 years old and a graduate business administrator. She has held posts that include that of analyst at International Strategy & Investment Group, New York, and Strategas Research Partners, New York. Since 2009, she has been working in asset management and is a deputy member of the board of L E Lundbergföretagen AB and a member of the board of AB Lorentzen & Wettre.

Krister Mellvé is 60 years old and a graduate business administrator. For the past 20 years he has been working for the German company Robert Bosch, holding posts that include that of president in Sweden, Australia and South Korea.

The fee to be paid to the Board shall be SEK 1,800,000 in all, whereof an unchanged sum of SEK 400,000 to the Chairman and an unchanged sum of SEK 200,000 to each and every of the other Directors who are elected by a General Meeting of Shareholders and not employed by the Group.

It is proposed that the auditors' fee be paid as per invoice.

THE PROPOSAL OF THE BOARD OF DIRECTORS FOR GUIDELINES FOR REMUNERATION OF SENIOR MANAGEMENT (ITEM 15)

The Board of Directors proposes that the Annual General Meeting resolve on guidelines for remuneration of senior management, principally involving the utilization of market rates of pay and other terms of employment that bear a relation to responsibility and authority for Group management. Besides a fixed annual salary, Group management shall also be able to receive variable remuneration, which shall be based on predetermined and measurable criteria such as the earnings trend and the return on capital employed compared with set targets. Remuneration shall not be made in the form of options or other shareholder incentive programs. As a result of the Company's adaptation to the new Swedish Code of Corporate Governance, the proposed guidelines involve less clarification in respect of the design of variable remuneration and terms of notice compared with the previous year. The level of remuneration that the proposal involves mainly accords with that of the previous year, with certain adjustments as regards pension benefits.

THE PROPOSAL OF THE BOARD OF DIRECTORS FOR AUTHORIZING THE BOARD TO ACQUIRE SHARES IN THE COMPANY (ITEM 16)

The proposal of the Board of Directors involves authorizing the Board to acquire up to so many own shares before the next Annual General Meeting that the Company's holding at no time exceeds 10 percent of all shares in the Company. Acquisition is to be made on NASDAQ OMX Stockholm at the market value applying on the occasion of acquisition. The purpose of the repurchase is to give the Board the opportunity to adjust the capital structure of the Company during the period until the next Annual General Meeting. The validity of a resolution in accordance with the aforementioned is conditional upon the support of shareholders with at least two thirds of both the votes cast and of the shares represented at the meeting.

FURTHER INFORMATION

The annual report, audit report together with the auditor's statement on whether or not the guidelines on remuneration of senior management that have applied since the previous Annual General Meeting have been followed and also the Board's proposal for dividend together with the Board's reasoned statement thereupon as well as the Board's complete proposals for resolutions under items 15-16 and, where applicable, the Board's reasoned statements thereupon will be available at the Company no later than Wednesday, March 24 2010. Copies of the documents will be sent to shareholders that contact the Company and give their address and will be presented to the meeting.

At March 30 2010, the total number of shares and votes in the Company will amount to 27,000,000.

Malmö in March 2010

The Board of Directors

Cardo AB (publ)



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