

NOTICE OF ANNUAL GENERAL MEETING

Shareholders in Rottneros AB (publ) are hereby invited to attend the Annual General Meeting at 2 p.m. on Thursday 24 April 2008 in the Gösta Berling Room at Hotel Selma Lagerlöf in Sunne, Sweden.

Notice of attendance:

Shareholders wishing to participate in and vote at the AGM must be entered in the register of shareholders kept by VPC no later than 18 April 2008 and notify the company of their intention to attend as well as the number of assistants (max. 2), if any, that they will be bringing. Notification shall be made by post to Rottneros AB, Box 600, 194 26 Upplands Väsby, Sweden; telephone on +46 (0)8-5900 00 1000; fax on +46 (0)8 5900 1001 or e-mail: info@rottneros.com no later than Friday 18 April 2008. Applications must state the shareholder's name, personal/corporate ID number, shareholding, address and telephone number (daytime) as well as information about any assistants and, where applicable, deputies or proxies.

Shareholders whose holding is registered in the name of a trustee must, to be entitled to attend the AGM, temporarily re-register their shares in their own name with VPC. Such registration must have been completed by Friday 18 April 2008. Shareholders are advised to contact their trustees well in advance of this date, as the process of re-registering shares normally takes several days.

Shareholders represented by a proxy must issue a power of attorney to the proxy. The power of attorney (original) must be sent to the company well in advance of the AGM at the above address. If the shareholder is a legal entity, a certified copy of its registration certificate must be enclosed. These documents must not be more than one year old. A power of attorney form can be obtained from the company upon request and is available for downloading on the company's website, www.rottneros.com.

Number of shares and votes:

The total number of shares and votes in the company is 188 432 105, and all shares thus have the same voting rights. Out of these, the company holds 8,219,641 treasury shares which cannot be represented at the AGM. The information refers to the time of issuing the notice of AGM.

Proposed agenda:

1. Opening of the meeting and election of a chairman for the AGM.
2. Establishment and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two people to check the minutes.

5. Examination of whether the AGM was duly convened.
6. Presentation of the annual report and audit report, as well as the consolidated accounts and consolidated audit report. In connection herewith:
 - a. Presentation of the work of the Board and the Board's committees in 2007
 - b. Address by the President
 - c. Presentation by the auditors of their audit work in 2007
7. Resolution to adopt the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet.
8. Resolution on the allocation of the company's profits as stated in the approved balance sheet.
9. Resolution to discharge the members of the Board and the President from liability.
10. Establishment of the number of Board members and deputy Board members.
11. Establishment of fees to the Board and auditors.
12. Election of Board members and deputy Board members, as well as election of the Chairman of the Board.
13. Resolution on guidelines for remuneration of senior executives.
14. Proposed resolution on authorising the Board of Directors to transfer treasury shares.
15. Authorisation of the Board to select Board members to serve on the Board's committees (Audit Committee, Finance Committee and Compensation Committee).
16. Resolution on the Nominating Committee's work in preparation for the 2009 AGM
17. Closing of the AGM.

Proposed resolutions:

The shareholders will be asked to decide on resolutions with the content as outlined below in the following matters:

Item 1

The Nominating Committee elected by the 2007 AGM proposes Sune Lundh as Chairman of the AGM.

Item 8

The Board of Directors has decided to propose that no dividend be paid (SEK 0.10 last year).

Item 10

The Nominating Committee, which was elected in accordance with a procedure adopted at the 2007 AGM, consists of Olle Grundberg, Nemus Holding AB, who chairs the Committee, Torgny Prior, Prior & Nilsson, and the Board Chairman Bengt Nordin. Together, the members of the Committee represent about 29 per cent of the capital and votes of the company. The Nominating Committee proposes that the Board consist of six regular Board members with no deputies.

Item 11

The Nominating Committee proposes that fees to the Board of Directors consist of the following amounts: SEK 500,000 to the Chairman of the Board; SEK 250,000 to regular Board members who are not employed by the company; and a fee of SEK 10,000 per day to members of committees; and a fee of SEK 25,000 to each employee representative. Auditors' fees are to be paid based on an invoice approved by the President.

Item 12

The Nominating Committee proposes that Per Eiritz, Johan Holmgren, Kjell Ormegard, Ingrid Westin Wallinder and Rune Ingvarsson be re-appointed as Board members with Rune Ingvarsson as Chairman and that Roger Asserstahl be elected as a new Board member.

Roger Asserstahl, born 1943, is a graduate forester who is currently working as independent consultant. He has 30 years' experience from senior positions in the Swedish forestry industry. In addition to a position as Deputy CEO of Assi-Domän, he has experience from various operational line positions in forestry, wood processing, purchasing, distribution and other areas. He has long experience of boardroom work and is currently a Board member of Bergvik Skog AB, Södra Timber AB, Invision Media Group and the Royal Swedish Academy of Agriculture and Forestry and Chairman of the Swedish Society of Forest History.

Item 13

The Board proposes that the Annual General Meeting approve the following guidelines with respect to remuneration of the President and other senior executives. At present, other senior executives refers to the eleven people who, together with the President, make up Group management. These individuals are presented on the company's website and on pages 70-71 of the 2007 Annual Report.

The compensation paid to the President and other senior executives consists of a basic salary plus variable compensation, other benefits and pension contributions. The total remuneration package must be in line with market rates and competitive in the market in which the executives work. The basic salary and variable compensation is related to each executive's responsibilities and authority. The variable component is based on outcomes in relation to defined and measurable targets and is subject to a ceiling.

The period of notice is between six months and one year should notice be given by the executive and between one and two years should notice be given by the company. The President is entitled to annual remuneration for two years at a rate corresponding to the salary paid out during the period of notice.

Pension benefits are either defined benefit or defined contribution plans or a combination thereof. The executives are entitled to receive pension from the age of 62.

All matters relating to the remuneration of company management are handled by a compensation committee, except in respect of the President, whose remuneration is decided by the Board of Directors. If the company in special cases assigns an individual Board member to a committee or tasks over and above his/her regular Board duties, the Board determines the level of compensation for this assignment. Such compensation must be reasonable and according to market rates.

The Board has the right to deviate from these guidelines if, in an individual case, there are specific reasons for this.

It is intended that a special capped performance-based bonus linked to the South African project be paid to the President and, subject to a decision by the Compensation Committee, to other senior executives involved in the project.

Item 14

The Board proposes that the AGM authorise the Board to sell shares in the company on one or several occasions during the period up to the next AGM (shares acquired previously under the company's buy-back programme). The number of treasury shares sold may not exceed the number of treasury shares held by the company at the time of the sale. In connection with the acquisition of companies or operations, such transfers may be made without heed to the principle of preferential rights for existing shareholders. The price shall be within the spread (i.e. the highest bid price and lowest asked price, and the rules of the Stockholm Stock Exchange shall be observed) at the time of the decision on the transfer of shares. Payment may be made in cash or in kind or by offsetting a claim on the company, and the transfer may also be subject to other terms. The reason for the exemption from the principle of preferential rights for existing shareholders is to enable cost-effective funding of any future acquisitions and other strategic investments.

Item 15

The Board of Directors proposes that the AGM authorises the Board to appoint members of the Audit Committee, Finance Committee and Compensation Committee from among its members.

Item 16

It is proposed that the Nominating Committee consist of the Chairman of the Board and two additional members and that the Chairman of the Board shall not chair the Nominating Committee. One of the two members, in addition to the Board Chairman, shall be a representative of the company's biggest shareholder, and one shall be a representative of one of the company's other four main shareholders. Neither of these two members may be a Board member at the same time. If during the Nominating Committee's mandate period one or more shareholders that has appointed members of the Nominating Committee are no longer among the five biggest shareholders in terms of the number of votes, the members appointed by such shareholders shall relinquish their position and the shareholder or

shareholders that take over the position as one of the five biggest shareholders in terms of votes shall have the right to appoint their own representatives or offer the shareholder who is next in line in terms of the number of votes a place on the Nominating Committee so that there are three Committee members. It is the responsibility of the Chairman of the Board to ensure that members are appointed as stated above. The names of the members of the Nominating Committee shall be presented at least six months prior to the 2009 AGM. The Nominating Committee shall appoint a chairman from among its members. The composition of the Nominating Committee at any given time shall be published on the company's website. The Nominating Committee shall submit proposals on the following matters for decisions by the 2009 AGM:

1. the chairman of the AGM,
2. the number of Board members and deputy Board members,
3. election of Board members and deputy Board members,
4. election of the Chairman of the Board,
5. fees to the Board, and their distribution between the Chairman and the other Board members, as well as compensation for committee work,
6. fees to the auditors, and
7. if applicable, proposals concerning the election of auditors,
8. criteria for the appointment of a new Nominating Committee.

Decision majority:

For resolutions on the Board's proposals as stated in Item 14 above, the resolutions of the meeting must be supported by shareholders representing at least 2/3 of both the votes cast and the shares represented at the meeting. For other decisions, a simple majority is required (over 1/2 of those voting).

Documents to be presented at the AGM:

The annual report and audit report for the 2007 financial year will be sent to shareholders via VPC in early April 2008. These texts, as well as the auditor's opinion on the application of the guidelines for remuneration of senior executives, will also be available from the company and on the company's website no later than Friday 18 April 2008. The full text of the Board's draft resolutions on items 8, 13-16 above, as well as documents in accordance with the Swedish Companies Act, will be available from the company (address and telephone as above) and on the company's website, www.rottneros.com, no later than Friday 18 April 2008, and will be sent to shareholders that request this and provide their postal address.

For additional information, please visit www.rottneros.com

Upplands Väsby, March 2008

The Board of Directors