

### **Press release**

## **General Meeting of the Shareholders of Custos**

The shareholders in Aktiebolaget Custos (publ) are hereby invited to an Extraordinary General Meeting at 3 p.m. on Friday, November 23, 2001 in SalénHuset (Forum auditorium), Norrlandsgatan 15, Stockholm, Sweden.

### Notification etc.

Shareholders who wish to participate in the General Meeting must

*first*, be included in the shareholder list maintained by VPC AB (the Swedish Securities Register Center) as of Tuesday, November 13, 2001, and

*second*, notify the Company by mail at AB Custos, Box 1738, SE-111 87, Stockholm, Sweden, or by telephone at +46 8 440 57 70 or fax at +46 8 440 57 80 no later than 4 p.m. on Monday, November 19, 2001 that they intend to participate in the Meeting.

This notification must state the shareholder's name, personal or corporate identity number, shareholding, address, daytime telephone number and information about any assistants and, as appropriate, information on representatives. As appropriate, complete authorization documents such as registration certificates shall be enclosed with the notification.

### **Nominee shares**

Shareholders whose shares have been registered in the name of a bank trust department or other nominee must temporarily re-register their shares in their own name with VPC AB to be entitled to participate in the Meeting. Shareholders wishing such re-registration must inform their nominee of this well before Tuesday, November 13, 2001, when such re-registration must have been completed.

## Proxies etc.

Shareholders represented by proxies must issue a signed and dated power of attorney for the proxy. If this power of attorney is issued by a legal person, a certified copy of the registration certificate or equivalent ("registration certificate") for the legal person must be enclosed. The power of attorney and the registration certificate may not be older than one year. The original power of attorney and any registration certificate should be sent by letter to the Company at the above-stated address well before the Meeting.



### Proposed agenda

- 1. Opening of the Meeting
- 2. Election of the Chairman of the Meeting
- 3. Establishment and approval of the voting list
- 4. Approval of the agenda
- 5. Election of two persons to check the minutes of the proceedings
- 6. Determination of whether the Meeting has been convened pursuant to the Company's articles of association
- 7. The proposal of the Board of Directors on (1) a reduction in share capital through redemption of ordinary shares, (2) a new issue of Series C shares and (3) a reduction in share capital through redemption of Series C shares (see below)
- 8. Adjournment of the Meeting

# Proposal of the Board of Directors on (1) a reduction in share capital through redemption of ordinary shares, (2) a new issue of Series C shares and (3) a reduction in share capital through redemption of Series C shares (item 7)

The proposal signifies completion of the redemption offer that was approved by an Extraordinary General Meeting of shareholders in the Company on October 9, 2001 ("Redemption Proposal"). The registration period for the offer expires on November 8, 2001 and as a result, the Board mainly proposes the following:

## (1) A reduction in share capital through redemption of ordinary shares

The share capital of the Company will be reduced through redemption of ordinary shares. The reduction will occur in an amount equivalent to the total nominal amount of the ordinary shares registered for redemption through the Redemption Proposal ("Reduction Amount"). The maximum number of ordinary shares that can be registered for redemption and thus be redeemed is 4,507,663, equivalent to a reduction amount of SEK 112,691,575. The exact number of ordinary shares that the Board proposes to redeem and the exact reduction amount are stated in the complete proposal, which will be available as described below. The purpose of the reduction in share capital is repayment to the shareholders of a redemption payment consisting of three Perbio Science AB shares per redeemed ordinary share.

## (2) A new issue of Series C shares

The share capital of the Company will be increased – simultaneously with the decision on reduction of share capital as described above – by an amount equivalent to the Reduction Amount through a new issue of Series C shares. The new shares will be issued at a price of SEK 25 (nominal amount) per share. Only one institutional market participant ("the Institution") will be entitled to subscribe for the new shares, as will be stated in the complete proposal that will be available as described below. The new shares will be subscribed and paid for in cash immediately on November 23, 2001. The reason for deviating from the pre-emptive right of shareholders is to be able to implement the reduction procedure efficiently without the delay that will otherwise occur. The Institution will submit the Series C shares for redemption as described below.



## (3) A reduction in share capital through redemption of Series C shares

The share capital of the Company will be reduced by an amount equivalent to the Reduction Amount. The reduction will be implemented through redemption of all Series C shares. The purpose of the reduction in share capital is repayment to the shareholder in an amount of SEK 25 per redeemed Series C share plus an interest factor. The redemption presupposes that the new issue of Series C shares as described above has been registered. Simultaneously with the reduction, the Company intends to allocate an amount equivalent to the Reduction Amount to the statutory reserve.

\* \* \*

The Board's complete proposal for decisions by the Extraordinary General Meeting related to item 7, as well as the documents required by Chapter 4, Section 4 and Chapter 6, Section 2 of the Swedish Companies Act, will be available at the Company beginning on November 16, 2001 (mailing address AB Custos, Box 1738, SE-111 87 Stockholm, Sweden; street address Norrlandsgatan 16), and will be sent to those shareholders who request it and state their mailing address.

Stockholm, November 2001

## AKTIEBOLAGET CUSTOS (publ)

The Board of Directors

This notice is published in Swedish and English. In the event of any difference between the English version and the Swedish original, the Swedish version shall govern.