

Notice of Annual General Meeting in Micronic

The shareholders in Micronic Laser Systems AB (publ) are hereby given notice to attend the Annual General Meeting (AGM), to be held on Thursday, March 30, 2006, at 5.00 pm at Näsby Slott (Room: Galleriet), Djursholmsvägen 30, Täby, Sweden.

Participation etc

Shareholders, who wish to participate in the AGM, must **be recorded in the register of shareholders held by VPC AB** (the Swedish Securities Register Centre) **by March 24, 2006**, and must **notify the Company of their intention to participate in the AGM not later than 12.00 pm on March 28, 2006**, in writing to Micronic Laser Systems AB (publ), P.O. Box 3141, SE-183 03 Täby, Sweden. Such notification can also be made by telephone +46 (0) 8 638 54 64, or by e-mail: ankie.jorgne@micronic.se.

In the notification the name, address, telephone number, personal ID or registration number and the number of shares held shall be stated.

Shareholders who are represented by proxy shall include a power of attorney when they notify the Company. Representatives of legal entities shall enclose a copy of the registration certificate or an equivalent document which shows who are authorized to sign for the legal entity. Shareholders who wish to bring a counsel to the AGM must notify the Company of the number of counsels (not more than two) in the manner stated above.

To be entitled to participate in the AGM, shareholders whose shares are registered in the name of a nominee through the trust department of a bank or in the name of another nominee, must request temporary registration of the shares in their own name with VPC. Shareholders must notify their nominee to re-register their shares **well before March 24, 2006**, as the re-registration must be effected by this date.

Agenda for the AGM

1. Election of Chairman of the meeting (see below).
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons who shall approve the minutes of the meeting.
5. Consideration of whether the meeting has been duly convened.
6. Speech by the Chief Executive Officer.
7. Presentation of submitted annual report and auditor's report as well as of the consolidated financial statements and the auditor's report for the group.
8. Resolutions regarding the adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet.
9. Resolutions regarding the allocation of the Company's result pursuant to the adopted balance sheet (see below).
10. Resolutions regarding discharge of the members of the Board of Directors and Chief Executive Officer from liability.
11. Election of the members of the Board of Directors and the Chairman of the Board (see below).
12. Election of auditors (see below).
13. Determination of fees for the members of the Board of Directors and the auditors (see below).
14. The Board of Directors' proposal regarding amendments to the Articles of Association (see below).
15. The Board of Directors' proposal regarding principles for remuneration and other terms of employment for the management of the Company (see below).



Proposed resolutions

Item 1: Chairman of the AGM

The nomination committee, composed of representatives for the four largest shareholders as at the end of September 2005 Fjärde AP-fonden (Annika Andersson), Robur Fonder AB (Britt Reigo), Catella Capital (Ulf Strömsten) and Livförsäkrings AB Skandia (Henrik Söderberg) as well as the Chairman of the Board (Lars Nyberg), proposes that Christer Zetterberg is elected Chairman of the AGM.

Item 9: Appropriation of accumulated loss

The Board of Directors and the Chief Executive Officer propose that the accumulated loss, SEK 56,029,826, shall be carried forward.

Item 11: Election of members of the Board of Directors and Chairman of the Board

The nomination committee proposes re-election of the Board Members Jörgen Centerman, Sven Löfquist, Göran Malm, Lars Nyberg, Lena Treschow Thorell, Christer Zetterberg and Lars Öjefors for the period running until the end of the next AGM. It is proposed that Lars Nyberg is elected Chairman of the Board and that Christer Zetterberg is elected Vice Chairman of the Board. Hans Fletcher has declined re-election. No deputy Board Members are proposed for election. Shareholders representing approximately 32 percent of the capital and votes in the Company have notified the Company that they intend to support the proposal of the nomination committee regarding election of Board Members at the AGM.

Item 12: Election of auditors

The nomination committee proposes that KPMG Bohlins AB is elected auditor, with Anders Malmeby as auditor in charge, for the period running until the end of the AGM 2010. Further information on the auditor in charge is available at the Company's web page.

Item 13: Determination of fees for the members of the Board of Directors and the auditors

The nomination committee proposes that the total remuneration to the Board of Directors amount to SEK 1,575,000 for the period running until the end of the next AGM, of which SEK 500,000 concern remuneration to the Chairman of the Board, SEK 275,000 concern remuneration to the Vice Chairman of the Board and SEK 200,000 concern remuneration to each of the other Directors of the Board who are not employed by the Company. In addition, it is proposed remuneration to Directors with an assignment in the auditing committee and remuneration committee amounting to not more than in aggregate SEK 300,000, to be distributed with SEK 50,000 per Director and assignment, for the period running until the end of the next AGM. The Chairman of the Board, Lars Nyberg, will for the period running until the end of the next AGM, in addition to the ordinary board work, work with strategic matters for the Company. Therefore, the nomination committee proposes that an additional remuneration amounting to not more than SEK 60,000 per month is allocated for this work.

The nomination committee also proposes that the auditors' fee for the period running until the end of the next AGM is taken on current account.

Item 14: Proposal regarding amendments to the Articles of Association

The Board of Directors proposes, inter alia in the light of what is caused by the new Swedish Companies Act, that the Articles of Association are amended as follows:

- It is proposed that the object of the Company's business shall read: "The object of the company's business is to, directly or indirectly, conduct development, marketing and sales of products within the optical and electronic industry and to conduct any other business compatible therewith."
- The clause concerning the nominal value of the shares will be discarded.
- A clause stating that the number of shares shall be not less than 17.5 million and not more than 70 million will be introduced.



- The clause concerning the number of deputy Board Members is amended so that not more than two deputy Board Members can be elected.
- The clause concerning the record day provision will be adjusted to the new definition of a VPC company.
- The clause concerning notice of general meetings is amended so that notices of general meetings shall be published in Post- och Inrikes Tidningar (the Swedish Official Gazette) and in Svenska Dagbladet.
- The record day for participation in general meetings is changed to the fifth weekday before the meeting.

In addition, the Board of Directors proposes some linguistic and editorial changes of the Articles of Association. The proposed Articles of Association together with the Articles of Association in the present wording are available at the Company's web page.

Item 15: The Board of Directors' proposal regarding principles for remuneration and other terms of employment for the management of the Company

Resolutions by the Board of Directors concerning remuneration and other terms of employment for the management of the Company (8 persons) is prepared by the remuneration committee within the Board of Directors and is thereafter submitted to the entire Board of Directors. When preparing those issues, external advisors are used when considered necessary.

The main principle is to offer the management remuneration and terms of employment adjusted to the market. When deciding the actual level of remuneration, elements such as competence, experience as well as performance are taken into account. The total remuneration consists of the following components:

- Fixed remuneration
- Variable remuneration
- Pension benefits
- Other benefits
- Terms and conditions for resignation

The variable remuneration is paid in relation to the performance goals achieved by the Company as a whole as well as the results achieved by the individual or the entity. If the performance goals are not achieved for the Company as a whole no variable remuneration is paid. The variable remuneration is, in case of maximum turn-out, 30-40 percent of the fixed remuneration. The full proposal of the Board of Directors is available at the Company's web page.

The annual report and the auditor's report are available at the Company at Nytorpsvägen 9 in Täby (Sweden) and will be sent to those shareholders who so request and who leave their mailing addresses to the Company.

Täby, Sweden, February, 2006

Micronic Laser Systems AB (publ)
The Board of Directors

About Micronic Laser Systems AB

Micronic Laser Systems AB is a Swedish high-tech company engaged in the development,



MICRONIC LASER SYSTEMS

manufacture and marketing of a series of extremely accurate laser pattern generators for the production of photomasks. The technology involved is known as microlithography. Micronic's product offering also includes metrology systems for display photomasks. Micronic's systems are used by the world's leading electronics companies in the manufacture of television and computer displays, semiconductor circuits and semiconductor packaging components. Micronic is located in Täby, north of Stockholm and at present has subsidiaries in the United States, Japan and Taiwan. Micronic maintains a web site at: <http://www.micronic.se>