

Invitation to Annual General Meeting

The shareholders of Skanditek Industriförvaltning AB (publ) are hereby summoned to the Annual General Meeting on Monday, April 3, 2006 at 5 p.m. at Svenska Läkaresällskapet, Klara Östra Kyrkogata 10, Stockholm.

Notification

Shareholders wishing to attend the Annual General Meeting must notify Skanditek of their intention to do so not later than noon on Wednesday, March 29, 2006 at Skanditek Industriförvaltning AB, Nybrogatan 6, SE-114 34 STOCKHOLM, or by telephoning +46 8-614 00 20, faxing +46 8-614 00 38 or emailing info@skanditek.se. Notifications should include name, address, personal identification number (corporate registration number), telephone number and registered shareholding.

Right to attend

In order to participate in the Annual General Meeting, shareholders must be registered in the share register maintained by VPC AB (The Swedish Securities Register Center) by Tuesday, March 28, 2006. Shareholders whose shares are registered in the name of a trustee must temporarily re-register their shares in their own name in the share register maintained by VPC AB in order to participate and exercise their voting rights in the Meeting. Shareholders must notify their trustee to this effect in good time before this date.

Business and proposed agenda for the Annual General Meeting

1. Election of a chairman to preside over the Meeting
2. Preparation and approval of the voting list
3. Approval of the agenda
4. Election of two persons to check the minutes
5. Determination of whether the Meeting has been duly convened
6. Address by the President and Chief Executive Officer
7. Presentation of the annual report and the auditors' report, and the consolidated financial report and auditors' report on the consolidated financial report
8. Motions concerning
 - a. the adoption of the income statement and balance sheet, and of the consolidated income statement and consolidated balance sheet
 - b. the disposition to be made of the Company's profit as shown in the balance sheet adopted by the Meeting
 - c. the discharge of the members of the Board of Directors and of the President from personal liability for their administration during the 2005 fiscal year
9. Determination of the number of members and deputy members of the Board
10. Determination of the fees to be paid to the Board members and deputy members of Board
11. Election of the members and deputy members of Board
12. Election of the Nomination Committee (Nominating Committee)
13. Authorization of the Board to make decisions regarding the issue of new shares
14. Authorization of the Board to make decisions regarding the acquisition and transfer of treasury shares
15. Amendment of the Articles of Association
16. Presentation and approval of the Board of Directors' motion concerning principles for remuneration and other employment terms for executive managers.
17. Closure of the Meeting

Motion concerning dividend (Item 8b)

The Board of Directors proposes that the Meeting approve a dividend of SEK 0.20 per share for the 2005 fiscal year. It is proposed that the record date for the dividend be April 6, 2006.

Motion concerning election of Members of the Board (items 9 and 11)

The Nomination Committee proposes that the Board of Directors consist of seven members without deputies and that Johan Björkman, Dag Tigerschiöld, Patrik Tigerschiöld, Mathias Uhlén, Mikael Gottschlich, Sven Hagströmer and Viveca Ax:son Johnson be reelected as Members of the Board. The Board shall appoint its chairman.

Motion concerning fees (item 10)

The Nomination Committee proposes that the director fees remain unchanged at a total of SEK 750,000 to be allocated so that all of the Members of the Board elected by the Annual General Meeting receive SEK 175,000 each and that the auditors be remunerated in return for approved invoices.

Motion concerning election of the Nomination Committee (Nominating Committee) (item 12)

Shareholders representing more than 45 percent of the total share capital and voting rights in the Company propose the Nomination Committee consist of three members and that Thomas Fischer, Bob Persson and Tomas Billing be reelected for the period extending until the close of the next Annual General Meeting. Should a member leave the Nomination Committee before its work has been completed, it is proposed that the Chairman of the Board be authorized to elect such a person's successor. The person elected as such a successor shall primarily be a representative of the largest company that, at the time of the Chairman of the Board's decision, is not already represented on the Committee and who in other respects is found suitable for the assignment and who accepts it.

By means of a motion to amend the Articles of Association (item 15), it is proposed that the Nomination Committee be renamed the Nominating Committee.

In addition to the duties of the Nominating Committee contained in the motion proposing the new Articles of Association (Article 6), it is proposed that the Nominating Committee also nominate the Chairman of the Board.

Motion to authorize the Board to make decisions regarding the new issue of shares (item 13)

The Board of Directors proposes that the Annual General Meeting authorize the Board, with or without disapplying the prior rights of existing shareholders, to make decisions on one or more occasion prior to the next Annual General Meeting regarding the issue of not more than 5,000,000 new shares. Decisions regarding a new issue of shares may also contain clauses stipulating that new shares may be paid for through a contribution of property other than cash, the set-off of claims against the Company or, in other respects, that they may be subscribed for based on the conditions contained in Chapter 13, Section 5, first paragraph of the Swedish Companies Act. The reason for the authorization to decide on new share issues is to provide the Company with the opportunity to implement the acquisition of companies in full or in part, or to settle the Company's debt.

If the authorization is utilized in full, it will correspond to dilution of approximately 7.6 percent of the Company's share capital and voting rights.

Motion to authorize the Board to make decisions regarding the acquisition of treasury shares (item 14)

The Board of Directors proposes that it be authorized by the Annual General Meeting to make decisions on one or more occasion prior to the next Annual General Meeting regarding the acquisition of the Company's treasury shares, subject to the limitation that the Company's holding at no time may exceed 10 percent of the total number of shares in the Company. The shares shall be purchased on the Stockholm Stock Exchange or through an offer directed to all Company shareholders. Acquisitions on the Stockholm Stock Exchange shall be at a price per share that is within the registered span of share prices at the particular time. The shares shall be paid for in cash. The reason for the authorization is to enable the Board to adjust the Company's capital structure and also to enable the treasury shares to be used as financing of future investments in existing and new portfolio companies.

The Board of Directors also proposes that it be authorized by the Annual General Meeting to transfer treasury shares on one or more occasion prior to the next Annual General Meeting. Such a transfer of shares may be implemented in conjunction with the acquisition of companies, in cases where the Board finds fit, on an exchange or otherwise, including the right to decide on a transfer disapplying the prior rights of existing shareholders and that payment be made in cash or through a contribution of property other than cash, or through the set-off of claims against the Company. The lowest price per share for such a transfer shall correspond to an amount that is as close as possible to the market price of the Company's shares on the Stockholm Stock Exchange at the date of decision or transfer. The authorization includes all treasury shares held by the Company at the time of the Board's decision. The reason for being authorized to disapply the prior rights of existing shareholders when transferring the shares and the basis for the selling price is to be able to finance possible investments in existing or new portfolio companies in a cost-effective manner.

Motion concerning the amendment of the Articles of Association (item 15)

The Board of Directors proposes that the Annual General Meeting vote that certain of the Articles of Association be amended, in part to adapt the Articles of Association to the new Swedish Companies Act (2005:551) and in part to adjust the limits for share capital. The amendments and the new wording are as follows:

- The motion is that Article 3 be given the following wording:

"The share capital shall amount to not less than onehundredandninetyeightmillion Swedish kronor (SEK 198,000,000) and not more than sevenhundredandninetytwo million Swedish kronor (SEK

792,000,000). The shares shall be issued in a number of not less than thirtythreemillion (33,000,000) and not more than onehundredandthirtytwomillion (132,000,000)."

- The motion is that Article 6 be given the following wording:

"The Company's Board of Directors shall consist of not fewer than three (3) and not more than ten (10) members, with not more than three (3) deputies. The Company shall have a Nominating Committee consisting of not fewer than three (3) and not more than five (5) members, whose duty will be to prepare matters pertaining to the election of Members of the Company's Board and the fees and remuneration to be paid to the Members of the Company's Board and to auditors and deputy auditors. In addition, the Nominating Committee may be assigned other duties decided by the Annual General Meeting.

- The Members of the Nominating Committee shall be appointed in the manner decide by the Annual General Meeting."

- The motion is that Article 7 be given the following wording:

"For the purpose of examining the Company's annual report and financial accounts, as well as the management of the Board of Directors and the President, at least one (1) and not more than two (2) authorized auditors, with the same number of deputies, are to be elected."

- The motion is that within Article 10, the Swedish term "ordinarie bolagsstämma" be amended to correspond to "Annual General Meeting," that sub-item 6 be given the wording "Election of one or two minute-checkers," that sub-item 7 be supplemented with "and, where appropriate, of the consolidated financial accounts and the auditor's report on the consolidated financial accounts," that sub-item 8(a) be given the wording "the adoption of the income statement and balance sheet and, where appropriate, of the consolidated income statement and consolidated balance sheet," that sub-item 8 (d) be deleted in its entirety, that sub-item 12 be given the wording "Election of, where appropriate, auditors and deputy auditors" and in sub-item 13 that "Nomination Committee" be replaced with "Nominating Committee." It is also proposed that sub-item 2 be deleted in its entirety for editorial purposes. The deletion of sub-item 2 results in consequential changes in respect of the numeration of the sub-items.
- In Article 11, first paragraph, the motion is that the Swedish term "ordinarie bolagsstämma" be amended to correspond to "Annual General Meeting," and that the Notice of a General Meeting of Shareholders be made in the form of an announcement in Dagens Nyheter and in the Official Gazette (Post och Inrikes Tidningar).
- The motion is that Article 12 be deleted.
- In Article 13, the motion is that the record date clause be given a wording corresponding to the wording in the new Swedish Companies Act. The current Article 13 will be amended to Article 12.

The Board's complete motions in accordance with item 8 b) and items 13-15, the Board's complete motion concerning the amendment of the Articles of Association and new annual report documentation in accordance with item 7 will be made available to shareholders at the Company's office at Nybrogatan 6, Stockholm and on the Company's www.skanditek.se website not later than Monday, March 20, 2006. These documents will also be sent to shareholders who request such information and provide their postal address.

A presentation of the proposed Members of the Board is available on the Company's website. The Board's complete motion in accordance with item 16 will be on the Company's website in ample time prior to the Annual General Meeting.

Shareholders representing more than 45 percent of the Company's share capital and voting rights support the motions concerning items 9,10,11 and 12.

Stockholm, March 2006
SKANDITEK INDUSTRIFÖRVALTNING AB (publ)
Board of Directors