

## **Invitation to Annual General Meeting 2009**

Shareholders in RaySearch Laboratories AB (publ) are hereby invited to the Annual General Meeting on Tuesday 26 May 2009 at 6:00 p.m., in Kammarsalen at the Berns Conference Center, Berzelii Park, Stockholm, Sweden.

### **NOTICE, ETC.**

Shareholders who wish to participate in the Annual General Meeting, must:

- be recorded in the share register maintained by Euroclear Sweden AB (Euroclear) not later than Tuesday 19 May 2009,
- notify the company of their intention to participate in the Annual General Meeting not later than Tuesday 19 May 2009, at 4:00 p.m. at RaySearch Laboratories AB (publ), Sveavägen 25, SE-111 34 Stockholm, Sweden, or by telephone +46 (0)8 545 061 30, or by fax +46 (0)8 545 061 39 or by e-mail: [bolagsstamma2009@raysearchlabs.com](mailto:bolagsstamma2009@raysearchlabs.com). Assistants may accompany shareholders to the Meeting only if the shareholder has provided notice of the number of assistants, a maximum of two, in the manner prescribed above for notification of participation.

Notification must include the shareholder's name, personal or corporate registration number, shareholding, address and telephone number. Representatives of legal entities must present a copy of a registration certificate or corresponding authorization document that indicates the authorized signatory. The document must not be more than one (1) year old.

Shareholders who have trustee-registered shares through a bank or broker, must request to temporarily register the shares in their own name with Euroclear to be entitled to exercise their voting rights at the Meeting. The shareholders must inform the trustee of this request in adequate time prior to 19 May 2009, when such registration must be completed.

### **POWER OF ATTORNEY FORM**

If shareholders intend to be represented by proxy, the power of attorney and other authorization documentation shall be submitted with the notification to attend. A power of attorney form is available on the company's website [www.raysearchlabs.com](http://www.raysearchlabs.com) and will be sent at no cost to shareholders who request it and provide their postal address or e-mail address.

### **NUMBER OF SHARES**

The number of shares in the company on the record date is 34,282,773, of which 12,638,724 are Series A shares and 21,644,049 Series B shares, which means that there are a total of 148,031,289 votes in the company.

## **PROPOSED AGENDA**

1. Opening of the Meeting
2. Election of a Chairman of the Meeting
3. Preparation and approval of the list of shareholders entitled to vote at the Meeting
4. Election of one or two minute-checkers
5. Approval of the proposed agenda
6. Determination whether the Meeting has been duly convened
7. Address by the Managing Director
8. Presentation of the Annual Report and the Auditors' Report as well as the consolidated financial statements and the Auditors' Report for the consolidated financial statements for the 2008 fiscal year.
9. Resolutions concerning
  - (a) the adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet.
  - (b) the disposition to be made of the company's profits or losses as shown in the balance sheet adopted by the Meeting.
  - (c) the discharge of the members of the Board of Directors and of the Managing Director from personal liability.
10. Decision on guidelines for remuneration to senior executives
11. Determination of the number of members of the Board of Directors and deputies
12. Determination of the fees to be paid to the Board of Directors and auditors
13. Election of the members of the Board (including Chairman) and deputy member(s) of the Board
14. Close of the Annual General Meeting

## **PROPOSED DECISIONS**

### Election of Meeting Chairman (point 2)

The Board proposes that Erik Hedlund be appointed Chairman at the Meeting.

### Appropriation of earnings (point 9 b)

The Board of Directors and the Managing Director propose that the accumulated profit be carried forward.

### Guidelines for remuneration to senior executives (point 10)

The Board proposes that the guidelines for remuneration to senior executives adopted on the Annual General Meeting 2008 shall be continuously applicable. The guidelines have the following main content.

#### *Salary, etc.*

The Managing Director shall receive a fixed salary and a variable remuneration. The variable remuneration shall amount to 2.0 percent of the Group's earnings before tax, though not more than six months' salary. In addition, the Managing Director may have other benefits of a usual nature, such as a company car.

The Managing Director's salary shall be reviewed annually. This shall occur through negotiations between the Managing Director and the Board Chairman, after which the Chairman shall present a proposal to the other Board members. The Managing Director shall not be present when the Board discusses and decides on this issue.

The other senior executives are the CFO, Research Director, Development Director, Product Director and Marketing Director. These persons shall receive a fixed salary but no variable remuneration, in contrast to what has applied previously.

The salaries of the other senior executives are also reviewed annually. This shall occur in negotiations between the Managing Director and the individuals.

#### *Incentive programs*

There are no incentive programs intended specifically for senior executives and none is being proposed. However, senior executives, except the Managing Director, may participate with the other employees in the option programs and profit-sharing programs that the company proposes to apply.

#### *Pensions*

All pension undertakings are defined-contribution plans. Retirement age for the Managing Director and other senior executives is 65 years and the pension premiums correspond to the Swedish ITP plan.

#### *Period of notice*

If the Managing Director chooses to terminate employment, his term of notice is six months; if the employer terminates the Managing Director's employment, the term of notice is twelve months. In both cases, the Managing Director receives salary during the term of notice. The other senior executives have a mutual term of notice of three months during which salary is paid.

#### *Severance pay*

Neither the Managing Director nor the other senior executives are entitled to any severance pay, in a formal sense, should their employment cease. On the other hand, as described above, the Managing Director and the other senior management are entitled to salary during the period of notice.

#### *Deviation*

The Board proposes that it should be able to deviate from the above guidelines if specific reasons arise.

#### Number of members of the Board of Directors and deputies (point 11)

Shareholders representing appr. seventy percent (70%) of the total number of votes in the company propose that the number of Board members shall be four (4) and the number of deputies shall be one (1).

#### Fees (point 12)

Shareholders representing appr. seventy percent (70%) of the total number of votes in the company propose:

that remuneration to Board members, who do not receive a salary from any Group company, will total SEK 550,000 for the period extending to the close of the next Annual General Meeting, of which SEK 330,000 will be paid to the Chairman and SEK 110,000 to each of the Board members elected by the Annual General Meeting, who do not receive a salary from any Group company.

that Auditors' fees shall be paid in accordance with current invoicing.

Board of Directors, etc. (point 13)

Shareholders representing appr. seventy percent (70%) of the total number of votes in the company propose:

that Carl Filip Bergendal, Erik Hedlund, Johan Löf and Hans Wigzell be re-elected as Board members in the company and that Thomas Pousette be re-elected as deputy Board member in the company.

that Erik Hedlund be elected as Chairman of the Board.

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The Annual Report, the auditor's report in accordance with Chapter 8, §54 of the Swedish Companies Act, the Board's complete proposal in accordance with the above will be available at the company's office and on the company's website not later than from and including 12 May 2009 and will be sent to those shareholders who have provided notice that they wish to receive such information from the company.

Stockholm, April 2009  
*Board of Directors*