

## **Report from Sectra's Annual General Meeting 2010**

### **The Annual General Meeting (AGM) of shareholders in Sectra AB (publ) was held on Wednesday, June 30<sup>th</sup>, 2010, in Linköping.**

"The number of care providers worldwide that have chosen to streamline their operations using our medical systems has increased to more than 1,100, our low-radiation mammography system has expanded its customer base by 30% and our products for secure telephony remain the first choice among European decision-makers," said President and CEO Jan-Olof Brüer in his address at the Annual General Meeting, at which about 70 shareholders were represented.

Jan-Olof Brüer also mentioned in his address that customer demand for IT systems that streamline the care process will continue to grow in the future, as will the need for secure communication systems. During the past year, Sectra launched new products that link medical IT systems from various suppliers and products for secure communication using smartphones.

The Annual General Meeting adopted the income statement and balance sheet, as well as the consolidated income statement and balance sheet, presented to the Meeting. The members of the Board of Directors and the President were discharged from liability for the fiscal year.

#### **Dividend**

The Meeting approved the Board of Director's motion regarding appropriation of the company's profits, which means that no dividend will be paid and that the profit for the year will be carried forward.

#### **Election of the Board of Directors and resolution regarding Board fees**

Erika Söderberg Johnson, Torbjörn Kronander, Anders Persson, Christer Nilsson and Carl-Erik Ridderstråle were re-elected to the Board. Carl-Erik Ridderstråle was re-elected Chairman of the Board.

In accordance with the motion of the Nomination Committee, it was resolved that director fees shall amount to SEK 150,000 for each of the external members of the Board and SEK 250,000 for the Chairman of the Board. Fees to the Audit Committee shall amount to SEK 20,000 for each of the external members of the Board and SEK 40,000 for the Chairman of the Audit Committee. No separate fees are to be paid for Remuneration Committee work.

#### **Nomination Committee**

The Meeting resolved to appoint a Nomination Committee comprising four members, of whom one will be the Chairman of the Board and three will represent major shareholders in the company. The Chairman of the Board shall convene the three largest shareholders in the company not later than October 29, 2010. The Nomination Committee will prepare and present motions to the Annual General Meeting for the election of the Chairman of the Meeting, Chairman of the Board and other Board members, as well as motions for the fees to be paid to the Board members and motions regarding principles for the composition of the Nomination Committee. Where applicable, the Nomination Committee will also propose candidates for the election of auditors and fees to be paid to the auditors.

#### **Authorizations**

The Meeting authorized the Board to decide on the new issue of not more than 3,700,000 Series B shares for cash payment, offset or capital contributed in kind. Such a new issue may disregard shareholders' preferential rights. If the authorization is fully utilized, the

dilution effect will be approximately 10% in terms of share capital and approximately 6% in terms of voting rights.

The Meeting also voted to authorize the Board to purchase or sell Series B treasury shares on one or more occasions during the period ending at the next Annual General Meeting. The authorization is restricted to actions that would not cause the company's treasury share holdings to exceed 10% of all of the shares in the company at any one time.

### **Convertible and stock option programs**

The Meeting voted in accordance with a motion to issue convertibles to Group employees and to external Board members. The convertibles may be subscribed for during the period from September 27 to October 8, 2010, and conversion to Series B shares will be possible from May 26 to May 30, 2014.

The Meeting also adopted the Board's motion to distribute an additional maximum of 100,000 employee stock options to Group employees in the US. If these employee stock options are fully exercised, employees will acquire shares in the company in a number corresponding to approximately 0.3% of the share capital and 0.2% of the voting rights.

### **Principles for remuneration and other terms of employment for company management**

The Meeting adopted the Board's motion that the principles for remuneration and other terms of employment for senior executives of the company (meaning the Managing Director and other members of the Group executive board) adopted at the 2009 AGM shall essentially continue to apply, except for the following adjustments, which shall apply for agreements which the company will enter into or amend after the AGM 2010:

- The variable remuneration shall be in proportion to the executive's responsibility and authority. In addition, it shall be based on fulfillment of goals that comply with the company's long-term interests. The variable portion shall, when applicable, be based on quantitative and qualitative goals. The company's costs for the variable portion for the Managing Director and other persons in company management shall amount to not more than 50% of the fixed salary costs.
- Furthermore, the period of notice on the company's side and the time during which severance pay is paid out shall together not exceed a total of 24 months (changed from 12 months).

*The information in this press release is such that Sectra AB (publ) is obligated to disclose in compliance with the Swedish Securities and Clearing Operations Act and/or the Financial Instruments Trading Act. The information was submitted for publication on June 30, 2010 at 18:10 a.m. (CET).*

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### **About the Sectra Group**

Sectra was founded in 1978 and conducts successful development and sales of high-technology products in the expansive niche segments of medical systems and secure communication systems. Sectra has offices in 12 countries and sells its products through partners worldwide. The head office is in Linköping, Sweden, and the company developed from research at Linköping University. Sales for the 2009/2010 fiscal year amounted to SEK 848 million. Sectra is listed on the NASDAQ OMX Stockholm AB exchange. For more information about Sectra, visit our website at [www.sectra.com](http://www.sectra.com).