



Press release, 6 April 2001

The annual general meeting of Resco AB with proposals for share issues and the composition of the Board.

**Below is the notice for the annual general meeting of Resco AB on 7 May 2001. The Board is proposing that the general meeting decide on a new option program and authorise a decision to be made on a new issue of shares. There is also a proposal for a change in the composition of the Board.**

## The shareholders in Resco AB (public company)

**are hereby invited to the annual general meeting on Monday, 7 May 2001 at 18.00 hours at Näringslivets Hus, Storgatan 19, Stockholm.**

### **Notification of participation in the annual general meeting.**

Shareholders wishing to participate in the annual general meeting must:

be entered in the shareholders' register maintained by VPC AB [*the Swedish Securities Register Centre*] by Friday, 27 April 2001,

notify their participation to Resco AB (public company), St. Eriksgatan 60 A, S-112 34 Stockholm, telephone +46 (0)8 – 519 030 00, telefax +46 (0)8 – 519 032 00, e-mail pia.leden@resco.se; no later than 16.00 hours on Wednesday, 2 May 2001. When notifying you should give your name, civic registration number/corporate identification number, registered share holding and the number of assistants.

Shareholders who have had their shares registered in the name of a nominee must in good time before the 27 April 2001 get the administrator to temporarily register the shares in their own name in order to have the right to participate in the meeting.

## Business of the meeting

It is proposed that the following items be dealt with at the general meeting.

1. The meeting is opened. Election of a chairperson for the meeting.
2. Preparation and approval of the register of voters.
3. Approval of the agenda.
4. Election of one or two minutes checkers.
5. Examination to see whether the meeting has been properly convened.
6. Presentation of the annual report and the auditors' report as well as the group's report and the group auditors' report.
7. Address by the managing director.
8. Decisions relating to
  - a) confirmation of the profit and loss statement and the balance sheet as well as the group profit and loss statement and group balance sheet for the year 2000,

- b) allocations with regard to the company's performance in accordance with the confirmed balance sheet,
  - c) discharge from liability for members of the Board and the managing director.
9. Determination of the fees for the
    - a) Board
    - b) auditors
  10. Election of the Board and deputy Board members.
  11. Election of deputy auditors.
  12. Consideration of the Board's proposal (as a departure from the shareholders' preferential right) to issue debentures with detachable warrants and approval for the transfer of the detachable warrants concerned.
  13. Consideration of the Board's proposal concerning authorisation for the Board (as a departure from the shareholders' preferential right) to decide on new issues etc.
  14. The meeting is closed.

**Decision on the Board's proposal concerning an issue etc. (point 12 above).**

The Board is proposing that the general meeting decide on the issuing of a debenture (inscribed debenture loan) of SEK 100,000 with detachable warrants for the new issue of no more than 1,000,000 B shares in Resco AB (public company). The issue is to be made as a departure from the shareholders' preferential right. The debenture is to be issued for a nominal amount, bear interest at an annual rate of 4.5 percent, mature on 31 December 2001, as well as being subscribed to and paid for no later than 29 May 2001. The right to subscribe to the debenture is only held by Resco AB's wholly owned subsidiary, Resco Utbildning AB, with the right and obligation for the subsidiary to sell warrants under market conditions to employees within the Resco group and members of the Board of Resco AB (public company). Warrants give the right to take up a new subscription during the period from 2 to 30 May 2003 by cash payment. The share capital will be able to be increased by a maximum of SEK 500,000. The subscription price for newly issued B shares will be that for B-series shares in the company at the average price paid for shares (as quoted on OM Stockholm Stock Exchange's official list) during the period 7 to 21 May 2001, increased by a surcharge determined by market conditions. All the employees are guaranteed warrants with the right to subscribe to 1,000 shares.

**Reason for departing from the shareholders' preferential right etc.**

The reason for departing from the shareholders' preferential right is that a personal proprietary interest on the part of the management and the employees can be expected to increase motivation in future work within the Resco group and provide the stimulus for an increased interest in the business and the earning trends. The proposal is likely to be of benefit to the company and thereby to its shareholders.

If fully exploited the proposed issue involves a dilution of about 3.5% of the share capital and about 2% of the votes.

For a decision to be made by the general meeting about the issue outlined above it is required that the decision of the meeting be supported by shareholders with at least nine tenths of both the indicated votes as well as the shares represented at the meeting.

**The Board's proposal for authorisation (point 13 above)**

The Board is proposing that the general meeting authorise the Board, as a departure from the shareholders' preferential right, to decide on one or more occasions concerning an issue or new issue of convertible debentures, debentures associated with warrants (option rights) to a new subscription. The shares and the debentures will be able to be subscribed to by payment with assets other than cash. The authorisation is to cover a maximum of 4,000,000 B-series shares and is to be valid for a period not extending beyond the next annual general meeting. The issues supported by the authorisation are to be used for financing and acquisitions subject to market conditions.

If fully exploited the proposed authorisation involves a dilution of about 12.7% of the share capital and about 7.5% of the votes.

For a decision to be made by the general meeting about the authorisation it is required that the decision of the meeting be supported by shareholders with at least two thirds of both the indicated votes as well as the shares represented at the meeting.

### **Election of the Board etc.**

Shareholders representing about 52% of the votes have indicated that they intend to vote for the re-election of Jan-Olof Engström, Barbara Ericsson, Kjell Jacobsson, Johan Mathson, Johan Siwers and Mikael Öhlund with Stefan Lindell as deputy member. Mats Ohlsson has declined to be re-elected.

### **Dividend etc.**

The Board is proposing that no dividend be paid for the financial year 2000.

## **Documents**

The annual financial report with the auditors' report will be available from Friday, 20 April 2001, and the Board's proposal for a decision concerning the issuing of debentures (inscribed debenture loans) with detachable warrants as well as authorisation will be available from Friday, 27 April 2001 at Resco AB (public company), St. Eriksgatan 60 A, Stockholm, and they can be sent to shareholders on request.

Stockholm, April 2001  
Resco AB (public company)  
*The Board*

For more information please contact:

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