



## **NOTICE TO SHAREHOLDERS OF M2S SVERIGE AB (PUBL) TO ATTEND SPECIAL GENERAL MEETING**

Shareholders in M2S Sverige AB are hereby invited to attend a Special General Meeting to be held **Tuesday October 23, 2001 at 6 p.m.** in the M2S offices at Linnégatan 18, Stockholm.

### **NOTIFICATION**

Shareholders wishing to participate in the Meeting must:

- be recorded in the share register maintained by the Swedish Central Securities Depository (Värdepapperscentralen VPC AB) not later than **Friday October 12, 2001**.
- notify M2S of their intention to participate not later than **5 p.m., Wednesday October 17, 2001**; in writing, to M2S Sverige AB, Linnégatan 18, SE-114 47 Stockholm, Sweden, by fax +46 8-506 426 01, by e-mail to [bolagsstamma@m2s.com](mailto:bolagsstamma@m2s.com), or by telephone +46 8-506 424 00.

When registering, please provide your name, personal identity number or corporate registration number, address and telephone number, and your registered shareholding. If shareholders intend to be represented by proxy, the power of attorney and other documentation must be attached to the notification.

Shareholders whose shares have been registered in the name of a trustee must temporarily register their shares in their own name with VPC AB in order to be entitled to participate in the Meeting. Such re-registration, which usually takes a few days, must be carried out (registered at VPC AB) not later than **Friday, October 12, 2001**, so shareholders should request their trustees to carry out the re-registration in good time.

### **AGENDA**

Agenda for the Meeting proposed by the Board of Directors:

- 1. Meeting opened and election of Chairman of the Meeting.**
- 2. Preparation and approval of the list of shareholders entitled to vote at the Meeting.**
- 3. Determination of whether the Meeting has been duly convened.**
- 4. Approval of agenda.**
- 5. Election of one or two minute-checkers**
- 6. Approval of Board of Directors' decision to implement a new issue of Series B shares with preferential rights for shareholders.**

The Board of Directors' decision means primarily:

**that** M2S shall issue not less than 26,000,000 and not more than 38,082,780 Series B shares, each share having a par value of SEK 1, in order to so increase shareholders' equity by not less than SEK 26,000,000 and not more than SEK 38,082,780. (In the event that the lowest amount of the new issue, in accordance with the above, is not subscribed

within the subscription period, the Board's decision regarding the new issue becomes invalid);

**that** the new issue can be subscribed with preferential rights for shareholders in M2S on the basis of two new shares for each old share, regardless of share type (primary preferential right);

**that** shares that are not subscribed with primary preferential rights shall be offered to all shareholders for subscription (subsidiary preferential rights). If the shares offered in this manner are insufficient for subscription in accordance with subsidiary preferential rights, the shares shall be distributed among the subscribers in relation to the number of shares that they previously owned and to the extent this is unable to be achieved, through a lottery;

**that** the record date shall be October 30, 2001;

**that** shareholders can exercise their preferential rights in accordance with the above (primary and subsidiary preferential rights) up to and including November 16, 2001 (the preferential rights period);

**that** to the extent the share issue is not subscribed by those shareholders entitled in accordance with the above and within the preferential rights period, the Board shall have the right to distribute the remaining blocks within the framework of the new share issue's highest amount in part to the shareholders and in part to other persons who so desire to subscribe for shares in the new issue;

**that** the issue price for the newly issued shares shall be SEK 2.50 per share;

**that** the newly issued shares shall be subscribed by not later than November 21, 2001 (the subscription period). However, the Board has the right to extend the subscription period;

**that** in regard to that portion of the new issue that is subscribed through the exercise of primary preferential rights, subscription shall take place on the basis of cash payment for the shares subscribed;

**that** in regard to that portion of the new issue that is not subscribed through the exercise of primary preferential rights, subscription shall take place on the basis of the subscription list prepared in accordance with a formula established by the Board. In this connection, cash payment for the shares subscribed via the subscription list in accordance with the above shall be made not later than three banking days after the Board's decision to distribute the shares; and

**that** the newly issued shares shall entitle holders to dividends as of and including the 2001 financial year.

## **7. Decision regarding the proposal by the Board of Directors that the Board be authorized to issue new Series B shares.**

The Board of Directors proposes that the Special General Meeting resolve to authorize the Board of Directors to decide to issue not more than 18,000,000 new Series B shares in M2S, on a single occasion or on several occasions and with or without waiver of the preferential rights of the shareholders. Each new share would have a par value of SEK 1, which makes possible an increase in shareholders' equity of at most SEK 18,000,000. The new shares are to be issued on conditions applicable in the market and, in addition to cash, payment by capital contributed in kind or through offset against receivables, in accordance with Chapter 4, Section 6 of the Companies Act, is to be possible. Also in accordance with Chapter 4, Section 6 of the Companies Act, the Board of Directors shall be able to decide, regarding the above-mentioned conditions, further conditions which it deems necessary to conduct the issue of the new shares. It is proposed that the authorization apply until the next Annual General Meeting.

The reason for allowing the Board of Directors to deviate from the preferential rights of the shareholders to the newly issued shares is **that** the company, given its

development, may require an infusion of external capital, **that** financing may be needed for future company acquisitions by means of new issues of shares for payment by capital contributed in kind, **that** new issues of shares offset against receivables may improve the liquidity and financial strength of the company, and **that** it may generally be desirable to obtain a greater broadening of ownership in the company.

In this connection it is hereby noted that in the event the Meeting decides to accept the above proposal for authorization with regard to a maximum of 18,000,000 Series B shares in M2S, the authorization for the Board to decide on new shares issues totaling not more than 25,000,000 Series B shares in the Company, in accordance with the proposal made to the Meeting on October 23, 2001 at 5 p.m., will become invalid in accordance with the Board's aforementioned proposal for authorization with regard to the issue of a total of not more than 25,000,000 Series B shares.

## **8. Close of Meeting.**

### **OTHER**

Decisions in accordance with point 6 above requires the support of shareholders holding more than half of the votes cast at the Meeting, or in the event of an equal vote, the Chairman will decide on approval. Decisions in accordance with point 7 above, require the support of shareholders holding more than two thirds of both the votes cast and the shareholders represented at the Meeting.

The Board of Directors' full decision and proposals for decision under points 6 and 7 above, and documentation in accordance with Chapter 4, § 4 of the Swedish Companies Act are available from M2S, at the address given above, as of Tuesday October 16, 2001. The Board of Directors' full decision, proposal for decision and documentation, in accordance with Chapter 4, § 4 of the Companies Act will also be sent to shareholders who so request and to those shareholders who notify M2S of their intention to attend the Meeting. The Board of Directors' full proposal will also be made available on M2S's website, [www.m2s.com](http://www.m2s.com).

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Shareholders are cordially invited to attend the General Meeting.

Stockholm, October 2001  
**M2S SVERIGE AB (PUBL)**  
The Board of Directors