



*Pressrelease 2001-10-24*

## **Special General Meeting (no 2) of M2S Sverige AB**

At the Special General Meeting of M2S Sverige AB, held on October 23, at 6 pm, in the company's premises at Linnégatan 18 in Stockholm, the decisions included the following:

The Meeting resolves to approve the Board's decision, pending the approval of the General Meeting, to float a new issue of Series B shares. The Board's decision to issue new shares means primarily the following:

that the company will issue not less than 26,000,000 and not more than 38,082,780 new Series B shares, each share with a par value of SEK 1, thereby increasing the share capital of the company by not less than SEK 26,000,000 and not more than SEK 38,082,780;

that shareholders in the company have preferential rights to subscribe for the new shares, with each share held carrying rights to two new shares, regardless of share type (primary preferential rights);

that new shares not subscribed for with primary preferential rights be offered to all shareholders for subscription (subsidiary preferential rights). If the shares thus made available are insufficient to cover subscription through subsidiary preferential rights, the shares are to be distributed to subscribers in proportion to the number of shares previously held, or, to the extent that this is not possible, by lottery;

that October 30, 2001 shall be the record day;

that shareholders may exercise their preferential rights, in accordance with the above (primary and subsidiary preferential rights) until November 16, 2001 (rights period);

that the Board shall have the right to distribute remaining shares, not subscribed for by authorized shareholders, up to the maximum amount of the new share issue, among the shareholders and others who wish to subscribe for new issue shares;

that each shareholder's preferential rights to participate in the new share issue, not corresponding to one full new issue share, be sold under the auspices of the company. The sale is to be effectuated by a securities institution. The amount received, minus sales costs, is to be distributed proportionally in relation to shareholding among those shareholders who would have been entitled to receive the preferential rights on the record day;

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

that subscription for the new issue shares is to be effected not later than November 21, 2001 (subscription date);

that subscription for new issue shares involving the exercising of primary preferential rights be effectuated upon cash payment for the shares subscribed for;

that subscription for new issue shares not involving the exercise of primary preferential rights take place via a subscription list in accordance with a form established by the Board. Shares subscribed for via the subscription list, in accordance with the above, are to be paid for not later than three working days following the Board's decision regarding the allotment of shares, and that the new issue shares shall provide the right to dividends as of the 2001 fiscal year.

Finally, it was decided that the Board be authorized to increase the Company's share capital by a new share issue totaling not more than 18,000,000 Series B shares, each with a par value of SEK 1. The Board's exercising of this authority may result in an increase in the Company's share capital of approximately 95 percent (calculated on the basis of the current number of shares in the Company outstanding). The authorization allows the new share issue to be conducted with or without preferential rights to shareholders. The new shares are to be issued on market conditions and payment for the shares may, in addition to cash payment, take the form of capital contributed in kind or offset against receivables, in accordance with Chapter 4, Section 6 of the Swedish Companies Act.

The reasons for allowing the Board to waive the shareholders' preferential rights to the newly issues shares are:

that the Company, in view of its current development, may require an infusion of external capital,  
that financing may be necessary due to future corporate acquisitions through new share issues against capital contributed in kind,  
that a new share issue offset against receivables may improve the liquidity and equity/assets ratio of the Company, and that it may generally be desirable to obtain a better distribution of ownership in the company. The authorization applies until the next Annual General Meeting.

**For further information, please contact:**

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