

# To the shareholders in Bure Equity AB Notice of Annual General Meeting

Notice is hereby given that your attendance is requested at the Annual General Meeting of Bure Equity AB (hereinafter called Bure), which will be held in Kongresshallen, Mässans Gata 8 Gothenburg, on Tuesday 23 April 2002 at 3 pm. The doors will open at 2 pm.

#### **Notice**

Shareholders who wish to participate in the Annual General Meeting must be recorded in the register of shareholders maintained by the Swedish Securities Register Centre, VPC, no later than Saturday, 13 April 2002 and must notify the Company no later than 12 noon on Wednesday, 17 April 2002 in writing to Bure Equity AB, Box 5419, SE-402 29 Gothenburg, Sweden, by fax +46 31-778 58 38, by telephone +46 31-335 76 81 or by e-mail: info@bure.se.

When notifying the Company, shareholders must state their name, address, telephone number and personal/corporate identity number.

To be entitled to participate at the Meeting, shareholders whose shares are registered in the name of a trustee must have their shares temporarily re-registered in their own name with VPC. Shareholders must notify their trustees well in advance to ensure that an entry is made in the register of shareholders by Friday, 12 April 2002.

Shareholders who wish to designate a representative to attend in their place must submit a proxy. A person who represents a legal entity must enclose a copy of the registration certificate or a similar document which shows that he or she is authorised to sign for the company.

## **Business**

- 1. Opening of the AGM
- 2. Election of Chairman of the AGM
- 3. Drawing up and approval of voting list
- 4. Approval of Agenda
- 5. Election of persons to verify the Minutes
- 6. Review of procedures to establish if the AGM has been duly convened
- 7. Statement by the President
- 8. Submission of annual report, consolidated financial statements and audit report for the 2001 financial year
- 9. Resolution regarding adoption of the statement of income and balance sheet of the parent company and the Group for the 2001 financial year
- 10. Business of distribution of the Company's profits in accordance with the adopted balance sheet
- 11. Business of discharge from liability of the Members of the Board of Directors and the President
- 12. Determination of number of Board Members
- 13. Determination of remuneration of the Board of Directors and the Auditors
- 14. Election of Board Members
- 15. Appointment of Auditors and Deputy Auditors
- Resolution regarding authorisation for the Board of Directors to decide acquisition and transfer of own shares

- 17. a) Approval of resolution for issues of new shares in the subsidiary, Business Communication Group Scandinavia AB, to senior executives in the aforementioned company and subsidiaries
  - b) Approval of resolution for issues of new shares in the subsidiary, Retea AB, to senior executives in the aforementioned company and subsidiaries
  - c) Approval of resolution for issues of new shares in the subsidiary, Svenska PA System AB, to senior executives in the aforementioned company and subsidiaries
  - d) Approval of resolution for issues of new shares in the subsidiary, Citat AB, to senior executives in the aforementioned company and subsidiaries
- 18. Nomination Committee
  - Business of establishing a Nomination Committee for nomination of Board of Directors ahead of the 2003 Annual General Meeting
  - b) Determination of number of Members of the Nomination Committee
  - c) Election of Members of the Nomination Committee
- 19. Closing of the AGM.

## Dividend (item 10)

The Board of Directors proposes a dividend of SEK 1.75 per share. Friday 26 April 2002 is proposed as record day. If this is agreed, it is expected that the dividend will be paid on 2 May, 2002.

# Proposal for number of Board Members, remuneration of Board Members and election of Board of Directors and (items 12, 13 and 14)

The Nomination Committee elected by the AGM in 2001 has advised the Company that it proposes seven Board Members. In addition, the Nomination Committee proposes that the remuneration of the Chairman will be SEK 310,000 and the remuneration of the other Members elected by the AGM who are not permanently employed in the Company will be SEK 140,000. Finally, the Nomination Committee proposes that Gösta Wiking, Erling Gustafsson, Maria Lilja and Peter Sandberg are re-elected and Ulf Berg, Björn Björnsson and Håkan Larsson elected.

The Nomination Committee has included Christer Mattsson, Caroline af Ugglas and Ola Uhre, who represent shareholders with a total holding of more than 45 per cent of the shares of the company.

#### Proposal for remuneration of the Auditors and appointment of Auditors (items 13 and 15)

It is proposed that the fees to the Auditors for the mandate period will be paid with amounts agreed between the Chairman of the Board, as the representative of the shareholders and the Company, and the Auditors. It is proposed that Bertel Enlund, Ernst & Young, is re-appointed and Anders Ivdal, KPMG, appointed as Auditors and that Staffan Landén, Ernst & Young, is re-appointed and Roger Mattsson, KPMG, appointed as Deputy Auditors.

## Acquisition and transfer of own shares (item 16)

The Board of Directors proposes that the Board is authorised to make decisions about acquisition of own shares up to a number which does not exceed 10 per cent of the total number of shares in the company until the date of the next Annual General Meeting. Acquisition may be made on the OM Stockholm Exchange within the registered price range at any time. In addition, the Board proposes that it is authorised, on one or several occasions, to transfer the number of own shares held by the Company during the aforementioned period. Transfer of shares may be made on the OM Stockholm Exchange or otherwise with a departure from the shareholders' right of preference in connection with an acquisition. A transfer on the OM Stockholm Exchange may only be made within the registered price range at any time. The aim of the proposal is to give the Board increased scope to take action in its work with the company's capital structure and/or in connection with the financing of acquisitions.

The AGM's resolution relating to item 16 is only valid if it is supported by shareholders who own not less than two-thirds of the votes cast and the shares represented at the AGM.

# Approval of a resolution for an issue of new shares in the subsidiary, Business Communication Group Scandinavia AB (item 17 a)

(i) Approval of a resolution for a new share issue, with a departure from the shareholders' right of preference for subscription of new shares, of shares in Business Communication Group Scandinavia AB (BCG). The share issue

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shall be directed at ten senior executives in BCG and subsidiaries. The issue shall comprise not more than 77,615 (following a resolution and registration of a split 2:1 and bonus issue 4:1) newly issued shares. This means that Bure's ownership, on full subscription, will be diluted from 100 per cent to 92.8 per cent of votes and capital. The issue price is based on a market valuation of BCG of SEK 172,000,000, verified by Ernst & Young during 2002.

(ii) Approval of a resolution for a new share issue, with a departure from the shareholders' right of preference for subscription of new shares, of shares in BCG. The issue shall be directed at senior executives, through Castelino BV (the owner company), in BCG and subsidiaries and shall be made as a consequence of an agreement entered into for a transfer of shares between BCG and Castelino BV. Payment for newly issued shares in BCG shall be made by capital contributed in kind in the form of the subscriber's total number of shares in Lewis Holding AB (which company, in turn, owns the majority of the outstanding shares in Appelberg Publishing Agency AB). The issue shall comprise 84,599 (following a resolution and registration of a split 2:1 and bonus issue 4:1) shares. This means that Bure's ownership, on full subscription under item (i), will be diluted from 92.8 per cent to 86 per cent of votes and capital. The issue terms are based on a market valuation of BCG of SEK 172,000,000, verified by Ernst & Young during 2002.

### Approval of a resolution for an issue of new shares in the subsidiary, Retea AB (item 17 b)

Approval of a resolution for a new share issue, with a departure from the shareholders' right of preference for subscription of new shares, of shares in Retea AB. The share issue shall be directed at four senior executives in Retea AB. The issue shall comprise not more than 39,758 (following a resolution and registration of a split 1,000:1) newly issued shares. This means that Bure's ownership, on full subscription, will be diluted from 100 per cent to 91 per cent of votes and capital. The issue price is based on a market valuation of Retea AB of SEK 30,000,000, verified by Ernst & Young during 2002.

# Approval of a resolution for an issue of new shares in the subsidiary, Svenska PA System AB (item 17 c)

Approval of a resolution for a new share issue, with a departure from the shareholders' right of preference for subscription of new shares, of shares in Svenska PA System AB. The share issue shall be directed at four senior executives in Svenska PA System AB. The issue shall comprise not more than 408,163 (following a resolution and registration of a split 1,000:1) newly issued shares. This means that Bure's ownership, on full subscription, will be diluted from 100 per cent to 98 per cent of votes and capital. The issue price is based on a market valuation of Svenska PA System of SEK 210,000,000, verified by Ernst & Young during 2002.

#### Approval of a resolution for an issue of new shares in the subsidiary, Citat AB (item 17 d)

Approval of a resolution for a new share issue, with a departure from the shareholders' right of preference for subscription of new shares, of shares in Citat AB. The share issue shall be directed at senior executives, through Martin Malmros Ltd (owner company), in Citat AB and subsidiaries and shall be made as a consequence of an agreement entered into for transfer of shares between Citat AB and Martin Malmros Ltd. Payment for newly issued shares in Citat AB shall be made by capital contributed in kind in the form of the subscriber's total number of shares (300) in Citat Communication Management AB (CCM). The issue shall comprise 35,807 shares which means that Bure's ownership will be diluted from 74.06 per cent to 73.77. The issue terms are based on external relative valuations of Citat AB and CMG, respectively, carried out by Ernst & Young during 2001.

The Annual General Meeting's resolutions relating to approval of issues under items 17 a) - 17 d) are only valid if they are supported by shareholders who own not less than nine-tenths of both the votes cast and the shares represented at the AGM.

The documents relating to the proposals for resolutions under items 16 and 17 will be available for the shareholders at Bure's office in Mässans Gata 8 in Gothenburg from 8 April and will be mailed to shareholders on request.

Gothenburg, March 2002 **Bure Equity AB (publ)** Board of Directors