

**PRESS RELEASE 5/2002**

October 28, 2002

## **Decisions on Extraordinary General Meeting in Skanditek**

The Extraordinary General Meeting in Skanditek today decided, according to the Board's proposal to:

- approve the motion proposed by the subsidiary CMA Microdialysis AB regarding the raising of a convertible subordinated loan.
- approve the motion proposed by the sub-subsidiary Mydata Automation AB regarding the raising of subordinated loan with detachable warrants.

All decisions were unanimous.

Stockholm, October 28, 2002

SKANDITEK INDUSTRIFÖRVALTNING AB (publ)

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For further information, please contact:

Patrik Tigerschiöld, president,  
phone +46 8 614 00 20, mobile +46 70 777 71 90, e-mail [patrik.tigerschiold@skanditek.se](mailto:patrik.tigerschiold@skanditek.se)

Jonas Alfredson, financial manager,  
phone +46 8 614 00 29, mobile +46 733 904 912, e-mail [jonas.alfredson@skanditek.se](mailto:jonas.alfredson@skanditek.se)

Skanditek is an industrial holding company owning stock in Swedish unlisted and listed companies. The business concept is to be an active and long-term stockholder and to further the portfolio companies' development by providing industrial and financial competence at board and management level. The portfolio comprises 12 companies within electronics, information technology, biotechnology and services. The major holdings are in Axis (14%), LGP Telecom Holding (9%), Mydata Automation (39%), PartnerTech (40%) and Vitrolife (35%). Skanditek is listed on the Stockholm Exchange's O list.

## **General Meeting of Shareholders in Skanditek Industriförvaltning AB (publ)**

Shareholders in Skanditek Industriförvaltning AB (publ) are hereby invited to attend an Extraordinary General Meeting at 9:00 a.m., Monday, October 28, 2002, in the Company's offices at Kungsträdgårdsgatan 18, Stockholm.

### **Right of participation**

Shareholders wishing to participate in the Meeting must be recorded in the share register maintained by the Swedish Central Securities Depository (VPC AB) not later than October 18, 2002 and notify the Company of their intention to participate not later than 12:00 noon on October 24, 2002: by phone +46-8-614 00 20, fax +46 8-614 00 38, or in writing to Skanditek Industriförvaltning AB, Kungsträdgårdsgatan 18, SE-111 47 Stockholm, Sweden. Any assistants to the shareholder must be registered in the same way.

### **Shares held in trust**

Shareholders who have transferred their shares to the trust department of a bank, or another trustee, must instruct their broker in sufficient time before October 18, 2002 to take measures to temporarily register the shares with VPC AB in the shareholder's own name in order for him/her to be entitled to vote at the Meeting.

### **Proposed agenda**

1. Election of Chairman of the Meeting
2. Preparation and approval of the list of shareholders entitled to vote at the Meeting
3. Approval of agenda
4. Election of one or two minute-checkers
5. Determination of whether the Meeting has been duly convened
6. Approval of the motion proposed by the subsidiary CMA Microdialysis AB regarding the raising of a convertible subordinated loan
7. Approval of the motion proposed by the sub-subsidiary Mydata Automation AB regarding the raising of a subordinated loan with detachable warrants
8. Authorization of the Board to make minor adjustments in connection with the registration of the motions referred to under points 6 and 7 above.
9. Any other business
10. End of Meeting

### **Background to the motion proposed in accordance with point 6**

Skanditek Industriförvaltning AB (publ) ("Skanditek") owns, directly and indirectly through non-wholly owned subsidiaries, approximately 61.4 percent of the shares (capital and votes) in CMA Microdialysis AB ("CMA").

*Reasons for disapplying the preferential rights of shareholders, etc.*

During spring 2001, CMA's Board concluded that CMA required SEK 13 M in additional capital. The Board proposed that this requirement be financed through a new share issue in an amount of SEK 4 M and the raising of a convertible subordinated loan in an amount of SEK 9 M. An agreement regarding this financing plan was concluded by the owners. The new share issue was approved at an Extraordinary General Meeting held on August 6, 2001. The raising of the convertible subordinated loan was temporarily postponed because the proceeds from the new share issue were sufficient to cover CMA's requirements during 2001. The General Meeting also approved the raising of a subordinated loan with detachable warrants for the benefit of CMA's president. A valuation of the new share issue and the convertible subordinated loan was conducted by Lindebergs Grant Thornton AB in August 2001. The reason for disapplying the preferential rights of shareholders when raising the subordinated loan is that Skanditek is fulfilling the agreement concluded by the owners during spring 2001. A loan of SEK 5 M previously made by Skanditek will be offset as partial payment of the subordinated loan.

### **Approval of the motion to raise a convertible subordinated loan (point 6)**

The Board proposes that the Meeting endorse the decision made by CMA's General Meeting on October 15, 2002 to raise a convertible subordinated loan. The proposal mainly involves CMA raising a convertible subordinated loan. The subordinated loan, which will carry interest at an annual rate of 5 percent, will fall due for payment on March 31, 2005. The subordinated loan's issue price will correspond to 100 percent of the nominal value of the subordinated loan, which is SEK 8,653,600. Preferential rights to subscribe for the subordinated loan will accrue to Skanditek. The term of the convertible subordinated loan will be from October 25, 2002 through March 31, 2005. Conversion to shares will be possible during the period April 1, 2003 through March 31, 2005 at a price of SEK 10,817. On full conversion of the subordinated loan, which carries entitlement to subscription of 800 CMA shares with a par value of SEK 100, CMA's share capital would increase by SEK 80,000. At full subscription based on the convertible subordinated loan, the dilution effect in CMA would correspond to approximately 5.8 percent of the capital and votes.

### **Background to the motion proposed in accordance with point 7**

Skanditek owns, directly and indirectly through non-wholly owned subsidiaries, approximately 52.9 percent of the shares (capital and votes) in Mydata Automation AB ("Mydata"). Mydata has decided to offer its management and employees participation in the Company through an incentive program.

*Reasons for disapplying the preferential rights of shareholders, etc.*

The reason for disapplying the preferential rights of shareholders when raising the subordinated loan with detachable warrants is that it is essential that the company be able to offer competitive incentives in efforts to recruit and retain management, employees and key personnel. A personal and long-term ownership commitment can also be expected to stimulate increased interest in the company's operations and to strengthen the bonds between the company and its employees.

### **Approval of the motion to raise a subordinated loan with detachable warrants (point 7)**

The Board proposes that the Meeting endorse the decision made by Mydata's General Meeting on October 25, 2002 to raise a subordinated loan combined with detachable warrants. The proposal primarily involves CMA raising a subordinated loan with a nominal value of not more than SEK 25,000, through the issue of subordinated debentures combined with not more than 254,400 detachable warrants carrying entitlement to the subscription of new shares. The subordinated loan, which will carry no interest, falls due for payment on January 6, 2003. The subordinated loan's issue price will correspond to its market value. Preferential rights to subscribe for the subordinated debentures will accrue to Mydata's wholly owned subsidiary Mydata Treasury AB. Each warrant will carry entitlement to the subscription of one Mydata share with a par value of SEK 1, which means that the share capital in Mydata, on full utilization, would increase by not more than SEK 254,400. At full utilization, the dilution effect in CMA would correspond to approximately 4.2 percent of the capital and votes. SEK 72 will be paid for each new share subscribed for on the basis of the warrants. The subscription period will extend from July 25, 2006 through October 25, 2006. Mydata Treasury AB will then transfer the warrants to managers and employers of the Mydata Group. The warrants will be transferred to managers and employers of Mydata on normal market terms, based on a calculation of the company's value conducted by Lindebergs Grant Thornton AB.

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The Board's complete proposal for motions in accordance with points 6-7 will be made available at Skanditek Industriförvaltning AB's offices as of October 21, 2002, at the latest. A copy of the proposal will also be sent to shareholders who request this and provide their postal addresses.

The Meeting's decisions under points 6-7 will apply only if they are supported by shareholders with at least nine-tenths of the votes exercised and the shares represented at the Meeting.

Stockholm, October 2002

SKANDITEK INDUSTRIFÖRVALTNING AB (publ)  
Board of Directors

