

# Notice of Extraordinary General Meeting in Bure Equity AB (publ)

The shareholders in Bure Equity AB (publ) are hereby called to attend the Extraordinary General Meeting on Tuesday, 20 June 2006, 3:00 p.m., at Göteborg Convention Centre, Mässans Gata 20, Göteborg (Svenska Mässan, enter to right of entrance 5, conference room J2). The doors will open at 2:30 p.m.

#### Notification

Shareholders who wish to participate in the EGM must be recorded in the register of shareholders maintained by VPC AB (the Swedish Central Securities Depository) no later than Wednesday, 14 June 2006, and must notify the Company no later than 12:00 p.m. on Wednesday, 14 June 2006, by mail: Bure Equity AB, Box 5419, SE-402 29 Göteborg, Sweden; by fax +46 31-708 64 82; by telephone

+46 31-708 64 39; or by e-mail: info@bure.se.

The notification should include name, address, telephone number and personal/corporate identity number.

In order to participate in the EGM, shareholders whose shares are registered in the name of a trustee must have their shares temporarily re-registered in their own name with VPC AB. Shareholders must notify their trustees well in advance to ensure that an entry is made in the register of shareholders by Wednesday, 14 June 2006.

Shareholders who are represented by a proxy must submit a dated form of proxy. The original proxy document must be mailed to the company at the above address well in advance of the EGM. Proxies representing a legal entity must attach a certificate of registration or corresponding proof of authorisation.

## Agenda

- 1. Opening of the Meeting
- 2. Election of a Chairman of the Meeting
- 3. Preparation and approval of the voting list
- 4. Approval of the agenda
- 5. Election of one or two minutes-checkers
- 6. Decision as to whether the Meeting has been duly convened
- 7. The Board's proposal for resolution regarding supplementation of the principles for remuneration and other terms of employment for the executive management
- 8. The Board's proposal for resolution regarding share option and warrant programmes in the subsidiaries:
  - (a) Citat Group AB
  - (b) Cygate AB
  - (c) Mercuri International Group AB
- 9. Adjournment of the Meeting

## **Proposals for decision**

*Item 7 - Supplementation of the principles for remuneration and other terms of employment for the executive management* 

The AGM on 27 April 2006 approved the principles for remuneration and other terms of employment for the executive management. In all essential aspects, the Board's proposal regarding supplementation is that these principles be extended to also serve as guidance for the executive managements of the portfolio companies.

# *Item 8 – The Board's proposal for resolution regarding share option and warrant programmes in subsidiaries*

The Board of Directors proposes that the EGM authorise the implementation of share option and warrant programmes in the subsidiaries Citat Group AB, Cygate AB and Mercuri International Group AB. All of the following programmes will be offered to the employees at fair market value, confirmed through an independent valuation by ÖhrlingsPricewaterhouseCoopers AB (ÖPWC), as determined on the date of grant.

# Item 8(a) – Share options programme in Citat Group AB

The programme refers to share options for shares in Citat Group AB. The number of options offered corresponds to 8 per cent of Bure's shareholding in the company (720,654 options). The company has no outstanding options programmes. The number of participants will be no more than 8. The options have a term of 5 years and may be exercised to purchase shares during the period 1-31 August 2011 or such earlier date when the company's shares are listed or transferred to another party. The exercise price will be the estimated current market value of the share indexed by 10 per cent annually, equal to SEK 46.50 at the expiry date. Since all transactions will be carried out at fair market value, no social security expenses or other costs in accordance with IFRS 2 will arise for the company. ÖPWC has set the value per share option at SEK 2.20.

# Item 8(b) – Share options and warrant programmes in Cygate AB

The programme refers to the issuance of share options to some 10 employees in Sweden, and the sale of shares to some 5 employees in Finland. The share options refer to shares in Cygate AB, and will be offered to the employees at market value as determined on the date of grant. The number of options offered corresponds to 6.9 per cent of the outstanding shares in Cygate AB (36,757,975 options). The company has no outstanding options programmes. The number of participants will be no more than 15. The options have a term of 5 years and may be exercised to purchase shares during the period 1-31 August 2011 or such earlier date when the company's shares are listed or transferred to another party. The exercise price will be the estimated current market value indexed by 10 per cent annually, equal to SEK 1.21 at the date of expiry. Since all transactions will be carried out at market value, no social security or other expenses as defined by IFRS 2 will arise for the company. ÖPWC has set the value per share option at SEK 0.07 and the value per share at SEK 0.75. The offer includes a total of no more than 3 per cent of the outstanding shares in Cygate (15,981,728 shares).

## Item 8(c) – Share options programme in Mercuri International Group AB

Under the programme, some 70 employees will acquire 80 per cent of the shares in a newly formed Swedish limited liability company. The remaining 20 per cent will be acquired by Bure Equity AB. The company's assets consist solely of share options on Bure's shares in Mercuri International Group AB. The number of share options will correspond to 25 per cent of the shares in Mercuri International Group AB (250 options). The company has no outstanding options programmes. The exercise price will be the estimated current market value of the share indexed by 10 per cent annually, equal to SEK 442,840 at the date of expiry. The share options have a term of 5 years and may be exercised to purchase shares during the period 1-31 August 2011 or such earlier date when the company's shares are listed or transferred to another party. Since all transactions will be carried out at fair market value, no social security expenses will arise for participants taxed in Sweden. The premiums for the share options will be accounted for in compliance with IFRS 2. For foreign participants, social security expenses may arise in certain countries and will be expensed during the term of the options programme based on changes in the value of the underlying share. ÖPWC has set the value per share option at SEK 19,340.

For valid decision on items 8(a)-(c) according to the Board's proposals as set out above, the resolutions must be supported by shareholders representing at least nine tenths of both the number of votes cast and the number of shares represented at the Meeting.

The Board of Directors' full proposals for resolution under items 7 and 8(a)-(c) will be available to the shareholders at Bure Equity AB's office on Mässans Gata 8 in Göteborg as of Friday, 2 June 2006, and will be mailed to those shareholders who so request and provide their postal address. Furthermore, the above documents will be posted on Bure Equity AB's website www.bure.se as of Friday, 2 June 2006.

Göteborg, June 2006 Board of Directors