



## Press release

Stockholm/Amsterdam, 27 September 2006

# Welcome to Extraordinary General Meeting of LBI International AB (publ)

**The shareholders of LBI International AB (publ) are hereby invited to attend the Extraordinary General Meeting on Wednesday 11 October 2006 at 1pm, at Nordic Sea Hotel, Vasaplan 4, in Stockholm, Sweden.**

### Participation, etc.

Any shareholder wishing to participate in the meeting must:

- be entered into the register of shareholders kept by VPC AB on Thursday, 5 October 2006
- notify LBI International not later than 4pm on Thursday, 5 October 2006 by:

E-mail: anita.hallgren@framfab.com

Mail: LBI International AB (publ)  
Attention: Anita Hallgren  
Box 38078  
SE-100 64 Stockholm  
Sweden

Fax: +46 8 411 65 95

Phone: +46 8 41 00 10 39

Notification should include the shareholder's name, personal identification number or corporate identification number, address, phone number and any representatives. If attendance is based on proxy, the proxy shall be submitted along with the notification.

Shareholders whose shares are registered in the names of nominees must temporarily re-register the shares in their own names in order to be entitled to participate in the meeting. Shareholders wishing to re-register must inform the nominee well in advance of 5 October 2006 since the re-registration must be effected by this date.

### Proposed agenda

1. Opening of the meeting
2. Election of chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda

**LBI International AB (publ.)**

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Corp. ID: 556528-6886

5. Election of one or two persons to verify the minutes
6. Determination of whether the meeting has been duly convened
7. Resolution concerning the nominating committee
8. Determination of remuneration for the board and auditors
9. Election of auditors
10. Resolution regarding issuance of new shares for payment of earn-out amount in connection with the acquisition of Oyster Partners Limited
11. Resolution regarding grant of employee stock options in accordance with the Group option program
12. Resolution regarding issuance of warrants for subscription of new shares
13. Closing of the meeting

## **Proposals**

### *Resolution concerning the nomination committee (Item 7)*

Representatives of some of the larger shareholders propose that some of the members of the nomination committee should be replaced. The proposal with the nominees will be announced and available at the Company's web site timely in advance of the Extraordinary General Meeting.

### *Determination of remuneration for the board and auditors (Item 8)*

The proposal of the nomination committee regarding the remuneration of the board of directors and auditors will be announced and available at the Company's web site timely in advance of the Extraordinary General Meeting.

### *Selection of auditors (Item 9)*

The nomination committee proposes that Öhrlings PricewaterhouseCoopers AB is elected as auditors. Previous auditors were elected at the Annual General Meeting on 4 April 2003 for a period of four years. The nomination committee proposes that Öhrlings PricewaterhouseCoopers AB is elected until the end of the remaining period, which means that the next election of auditors will take place at the Annual General Meeting in 2007.

### *Resolution regarding issue of shares for payment of the first earn-out amount due to the acquisition of Oyster Partners Limited (Item 10)*

In accordance with a Share Purchase Agreement of 9 May 2005, the Company has acquired all the shares in Oyster Partners Limited, a company duly registered in the U.K. According to the share purchase agreement LBI International shall pay an additional purchase price, the earn-out amount, in two payments. The first earn-out amount shall be paid during 2006 and the second amount during 2007. According to the Agreement the payments shall be accelerated if the purchaser merges with another company. The second earn-out shall accordingly be made during the autumn 2006. The second earn-out amount amounts to SEK 81,100,200 and payment shall be made with newly issued shares in LBI International.

The board proposes that the meeting, with deviation from the shareholders preferential right, resolves to increase the share capital of the Company with up to SEK 4,058,255 through an issue of up to 1,623,302 new shares at a subscription price of SEK 49.96. The sellers who according to the Share Purchase Agreement of 9 May 2005 have the right to the second earn-out amount shall have the right to subscribe for the shares. Payment for the shares shall be made by set-off against the sellers' claim on the Company for the

second earn-out amount. The proposal deviates from the shareholders' preferential right in order to fulfill the Company's obligation to the sellers.

The dilution effect, if all the shares are subscribed for corresponds to approximately 2.61 % of the shares and votes.

The payment of the earn-out amount means that employees in the Company subscribe for shares in the Company which means that this resolution must be supported by shareholders representing at least nine tenths of the votes cast as well as nine tenths of the shares represented at the meeting to be valid.

*Resolution regarding issuance of employee stock options in accordance with the Group option plan (Item 11)*

At the Extraordinary General Meeting of Shareholders held on October 11, 2000 it was resolved to adopt a global employee stock option plan (the "Option Plan") for the benefit of current and future employees of the Group. The exercise price for the stock options under the Option Plan shall materially correspond to the market value of the shares of the Company at the time of the granting of the stock options. The exercise period of the stock options shall be decided by the board, but the exercise of options should not take place earlier than six months and no later than seven years after the date of grant, provided that the employee is still employed within the Group on the exercise date. The objectives of the Option Plan are inter alia to create opportunities to retain and recruit competent personnel to the Group and to increase the motivation of the employees.

As a consequence of the merger between the Company and LB Icon, the stock options issued under LB Icon's Global Share Option Plan now entitle the option holders to acquire shares in the Company. More information about the Global Share Option Plan is set out in LB Icon's annual report for the financial year 2005 and the merger plan, which both are available from the Company.

In order to attract and to retain key employees, the board proposes that the General Meeting approves the grant of not more than 1,835,000 new stock options to the Group's senior executives and key employees in under the terms and conditions of the Option Plan, which is based on the principles adopted by the General Meeting of shareholders on October 11, 2000.

If all the above stock options are exercised, senior executives and key employees of the Group will acquire shares in the Company corresponding to a dilution effect of approximately 2.87 % after dilution and considering the coming share issue pursuant to item 10 above. Considering previously adopted incentive programmes to the employees, the aggregate dilution effect amounts to approximately 4.83 % after dilution and approx. 4.76 % taking into account options that are in the money only.

In connection with this item's proposal, employees of the Group will be granted call options entitling them to acquire shares of the Company. Such a resolution is valid only if it is supported by at least nine-tenths of both the votes cast and the shares represented at the meeting.

*Resolution regarding issuance of warrants for subscription of new shares (Item 12)*

To ensure the option undertakings of the company under the Option Plan pursuant to item 11 above, the board proposes that the meeting resolves to issue 1,835,000 warrants for subscription of new shares. With deviation from

the shareholders' preferential rights, the right to subscribe for the warrants shall be a bank or stock broker having entered into an agreement with the Company for administration of the option plan. The warrants should be subscribed for without consideration. The purpose of deviation from the shareholders' preferential rights is to ensure performance of option commitments in accordance with the abovementioned option program.

If all options are used to subscribe for shares, the Company's share capital will increase by SEK 4,587,500. If fully exercised, the warrants would dilute total capital and votes by approximately 2.86 %.

To be valid the resolution must be supported by shareholders representing two thirds of the votes cast as well as of the shares represented at the meeting.

### **Other matters**

The board's complete proposal including the board of directors' report pursuant to Chapter 13 Sections 6-7 and Chapter 14 Section 8 of the Swedish Companies Act, the auditors' reports as well as the accounts and the auditors' reports are available at the Company's office at Krukmakargatan 37 A in Stockholm, phone number +46 8 41 00 10 39, as of today and will be sent to shareholders on request.

Stockholm, September 2006

**LBI International AB (publ)**

*The Board*

Dutch/Swedish LBI, active since 1993, is the leading European full service digital agency network, servicing clients with marketing and technology solutions. The Company employs over 1,200 professionals located primarily in the major European and American business centres, such as Amsterdam, Berlin, Brussels, Copenhagen, London, Madrid, Milan, Munich, New York and Stockholm. Through multidisciplinary teams, LBI creates innovative multi-channel solutions for its national and international corporate clients by uniquely combining strategy development and creative design with specific industry expertise and latest digital technology. LBI was formed by the merger of LB Icon and Framfab in August 2006 and is listed on Euronext in Amsterdam as well as on the Stockholm Stock Exchange (symbol: LBI).