

SECTRA

Documentation to be presented at the Extraordinary
General Meeting of shareholders of

Sectra AB (publ)

Tuesday 22 November 2011

Agenda

for an Extraordinary General Meeting ("EGM") of shareholders in Sectra AB (publ) to be held on Tuesday 22 November 2011 at 2.00 p.m. CET at the company's office at Teknikringen 20 in Linköping.

Proposed Agenda

1. Opening of the EGM.
2. Election of a Chairman of the EGM.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of two persons to verify the minutes.
6. Determination of whether the EGM has been duly convened.
7. Share split and automatic redemption procedure, to include
 - (a) resolution to implement a share split,
 - (b) resolution to reduce share capital through an automatic redemption of shares, and
 - (c) resolution to increase share capital through a bonus issue.
8. Other matters.
9. Closing of the EGM.

The Board of Directors' proposals to be presented at the EGM of shareholders in Sectra AB (publ) on Tuesday 22 November 2011

The following proposals are numbered according to the proposed agenda.

Share split and automatic redemption of shares (item 7)

The Board of Directors proposes that the EGM resolves on a procedure for the automatic redemption of shares, in accordance with items 7 a – 7 c below. All resolutions are proposed to be conditional upon each other and to be adopted as one single resolution. A valid resolution requires approval of shareholders representing at least two-thirds of both the votes cast and the shares represented at the EGM.

Resolution to implement a share split (item 7 a)

The Board of Directors proposes that the EGM resolves to implement a share split, whereby one share in Sectra is converted into two shares. One of these shares will be a so-called redemption share. The Board of Directors proposes that the record date for the share split shall be 7 December 2011.

Resolution to reduce the share capital through an automatic redemption of shares (item 7 b)

The Board of Directors proposes that the share capital is reduced by SEK 18,421,044 through the redemption of 2,620,692 Series A shares and 34,221,396 Series B shares for repayment to the shareholders.

The shares to be redeemed are those shares which are referred to as redemption shares after shares have been split as described above. The price to be paid for each redemption share shall be SEK 5.00. The maximum redemption amount will thus be SEK 184,210,440. The Board of Directors proposes that trading in redemption shares shall take place from 8 December 2011 through 20 December 2011 and that the record date for the redemption of the redemption shares shall be 23 December 2011. Payment is expected to be made through Euroclear Sweden AB around 29 December 2011.

Resolution to increase the share capital through a bonus issue (item 7 c)

In order to achieve a timely and efficient redemption procedure, without having to obtain permission from the Swedish Companies Registration Office or a court of law, the Board of Directors proposes to restore the company's share capital to its original amount by increasing the company's share capital by SEK 18,421,044 through a bonus issue via a transfer from the company's unrestricted equity to the company's share capital. No new shares will be issued in connection with the bonus issue. Upon completion of the bonus issue, the company's share capital will be restored to its original amount.

The Board of Directors' explanatory statement and the auditors' opinions thereon in accordance with Chapter 20, Section 8 of the Swedish Companies Act (2005:551) (the "Act") are set out in **Appendix 1** and **Appendix 2** respectively. The Board of Directors' statement in accordance with Chapter 20, Section 13 of the Act and the auditors' statement in accordance with Chapter 20, Section 14 of the Act are set out in **Appendix 3** and **Appendix 4** respectively. The Board of Directors' and the auditors' respective statements in accordance with Chapter 20, Section 12 of the Act are set out in **Appendix 5** and **Appendix 6** respectively.

The Board of Directors' explanatory statement in accordance with Chapter 20, Section 8 of the Swedish Companies Act (2005:551)

The Board of Directors of Sectra AB (publ), reg. no 556064-8304, hereby presents the following statement in accordance with Chapter 20, Section 8 the Swedish Companies Act (2005:551), regarding the proposed resolution to decide on a reduction of the share capital with repayment to the shareholders.

The Board of Directors reasons that the proposed resolution to decide on the reduction of the share capital in accordance with the provisions of Chapter 17, Section 3, para. 2 and 3 of the Swedish Companies Act (2005:551) are the following:

The objects, scope and risks of business

The company's objects and scope of business are set out in the articles of association and the annual reports provided. The business operated by the company does not entail risks in excess of those that exist or may be deemed to exist in the industry or those risks which are generally associated with operating a business.

The financial position of the company and the group

The financial position of the company and the group as at 30 April 2011 is stated in the most recent, and appended, annual report. The annual report also states which accounting principles have been applied in the valuation of assets, allocations and liabilities.

No value transfer or decision thereon has been made after 30 April 2011. Thus, of the amount disposable in accordance with Chapter 17, Section 3 § para. 1 of the Swedish Companies Act (2005:551), SEK 195,126,892 remains available after the last decision was made regarding a transfer of the company's unrestricted equity at the Annual General Meeting held on 30 June 2011. The appended interim report for Q1, for the period May-July 2011, sets out the company's financial position as at 31 July 2011.

The proposed resolution to decide on the reduction of the share capital sets out that the Board of Directors proposes that the share capital is reduced by SEK 18,421,044 through the redemption of 2,620,692 Series A shares and 34,221,396 Series B shares for repayment to the shareholders. The Board of Directors proposes that the company's share capital is restored to its original amount by increasing the company's share capital by SEK 18,421,044 through a bonus issue via a transfer from the company's unrestricted equity to the company's share capital. After the bonus issue has been completed the company's restricted equity and share capital will be restored to its original amount.

The proposed price to be paid for each redemption share is SEK 5.00, which equals a maximum redemption amount of SEK 184,210,440, which is 39 per cent of the company's shareholder equity and 32 per cent of the group's shareholder equity. The profits at the disposal of the Annual General Meeting held on 30 June 2011 and by the end of the financial year 2010/2011 amounted to SEK 195,126,892 and the amount remains unchanged.

The annual report sets out, among other things, that the company's equity debt ratio as at 30 April 2011 amounted to 61 per cent. The proposed reduction of the share capital does not jeopardise the completion of investments which are deemed to be necessary.

The company's and group's financial position does not give rise to any other conclusion than that the company can continue its business and that the company can be expected to fulfil its obligations on both a short and long-term basis.

The Board of Directors is of the opinion that the size of shareholder equity as stated in the most recently delivered annual report is in reasonable proportion to the scope of the company's business and that the risks connected with the running of the company, after taking into account the proposed resolution on reduction of the share capital.

The justification of the proposed resolution regarding the reduction of the share capital

With reference to the above and to what has otherwise come to the knowledge of the Board of Directors, the Board of Directors is of the opinion that after a comprehensive review of the financial position of the company, the reduction of the share capital is justified according to the provisions of Chapter 17, Section 3, para. 2 and 3 of the Swedish Companies Act (2005:551), i.e. with reference to the demands that the objects of the business, its scope and risks place on the size of the company's and group's equity and the company's and the group's consolidating requirements, liquidity and financing needs in general

Linköping, October 2011

Sectra AB (publ)

The Board of Directors

The auditor's opinion on whether the extraordinary general meeting should decide according to the proposal on reduction of share capital pursuant to Chapter 20, Section 8 para. 2 of the Swedish Companies Act (2005:551)

To the Extraordinary General Meeting in Sectra AB (publ), reg. no 556064-8304.

Assignment and responsibilities

We have reviewed the proposal on reduction of share capital, dated in October 2011. The Board of Directors is responsible for the proposal and that the proposal is drawn up in accordance with the Swedish Companies Act (2005:551). Our responsibility is to review the proposal so that we can provide a written opinion pursuant to Chapter 20 Section, 8 para. 2 of the Swedish Companies Act (2005:551). This opinion is intended merely to fulfil the requirements of Chapter 20, Section 8 para. 2 of the Swedish Companies Act (2005:551) and may not be used for any other purpose.

The focus and scope

The review has been conducted in accordance with Fars' recommendation RevR 9 - *The Auditors other opinions according to the Swedish Companies Act and the Swedish Companies Act's Ordinance*. This means that we have planned and performed the review to obtain reasonable but not absolute assurance about whether the extraordinary general meeting should decide in accordance with the proposal. The review has covered a range of appropriate evidence. It is our opinion that our review provides a reasonable basis for our opinion below.

Statement

We recommend the Board of Directors' proposal on reduction of share capital for repayment to the shareholders of a total of SEK 18,421,044, with the accompanying decisions about restoring the company's share capital by SEK 18,421,044 through a bonus issue.

Stockholm, October 2011

Grant Thornton Sweden AB

Peter Bodin

Authorised public accountant

The Board of Directors' statement in accordance with Chapter 20, Section 13 of the Swedish Companies Act (2005:551)

The Board of Directors of Sectra AB (publ), reg. no 556064-8304, hereby makes the following statement regarding the proposal on reduction of the share capital, in accordance with Chapter 20, Section 13 of the Swedish Companies Act (2005:551).

The proposed resolution to decide on the reduction of the share capital sets out that the Board of Directors proposes that the share capital is reduced by SEK 18,421,044 through the redemption of 2,620,692 Series A shares and 34,221,396 Series B shares for repayment to the shareholders. The proposed repayment amounts to SEK 5.00 per share, representing a total amount of SEK 184,210,440, representing 39 per cent of the company's equity and 32 per cent of consolidated shareholders' equity. Distributable funds in the company at the end of the financial year 2010/2011 were SEK 195,126,892. The annual report shows that the equity debt ratio of the group was 61 per cent as at 30 April 2011.

The Board of Directors' proposal entails a reduction of Sectra's share capital by SEK 18,421,044 from SEK 36,842,088 to SEK 18,421,044. In order to achieve a timely and efficient redemption procedure, without having to obtain permission from the Swedish Companies Registration Office or a court of law, the Board of Directors proposes to restore the company's share capital to its original amount by increasing the company's share capital by SEK 18,421,044 through a bonus issue via a transfer from the company's unrestricted equity to the company's share capital. No new shares will be issued in connection with the bonus issue.

Overall, the Board of Directors' proposal as described above means that distributable equity in Sectra decreases by SEK 184,210,440 to SEK 10,916,452 according to Sectra's balance sheet as at 30 April 2011. Upon completion of the bonus issue, the company's share capital will be restored to its original amount.

Linköping, October 2011

Sectra AB (publ)

The Board of Directors

The auditors opinion on the Board of Directors' statement regarding special redemption terms and conditions, etc. in accordance with Chapter 20, Section 14 of the Swedish Companies Act (2005:551)

To the Extraordinary General Meeting in Sectra AB (publ), reg. no 556064-8304.

Assignment and responsibilities

We have reviewed the Board of Directors' proposal dated in October 2011. The Board of Directors is responsible for the proposal and that the proposal is drawn up in accordance with the Swedish Companies Act (2005:551). Our responsibility is to review the proposal so that we can provide a written opinion pursuant to Chapter 20, Section 14 of the Swedish Companies Act (2005:551). This opinion is intended merely to fulfil the requirements of Chapter 20, Section 14 of the Swedish Companies Act (2005:551) and may not be used for any other purpose.

The focus and scope

The review has been conducted in accordance with Fars' recommendation RevR 9 - *The Auditors other opinions according to the Swedish Companies Act and the Swedish Companies Act's Ordinance*. This means that we have planned and performed the review to be able to with reasonable but not absolute assurance express an opinion on the adequacy and accuracy of the actions associated with the restricted equity or share capital. The review covered a range of appropriate evidence. We believe that our review provides a reasonable basis for our opinion below.

Other details

The Board of Directors has in its statement set out the measures proposed in order to keep the level of the company's restricted equity and share capital unchanged. In its statement the Board of Directors sets out that the resolution on reduction of the share capital shall be made in conjunction with a resolution on a bonus issue, whereby SEK 18,421,044 shall be transferred to the share capital from the company's unrestricted equity.

Statement

It is our opinion that the Boards of Directors' statement regarding the measures which have been proposed and which mean that neither the company's restricted equity nor its share capital will be decreased are appropriate and that the assessments that the Board of Directors has made on the effects of these measures are accurate.

Stockholm, October 2011

Grant Thornton Sweden AB

Peter Bodin

Authorised Public Accountant

The Board of Directors' statement in accordance with Chapter 20, Sections 11-12 of the Swedish Companies Act (2005:551)

The Board of Directors hereby presents the following statement in accordance with Chapter 20, Sections 11-12 of the Swedish Companies Act (2005:551).

Events of material significance which have occurred after the publication of the annual report for the financial year 2010/2011, are set out in the appended interim report for the period May-July 2011. Of the amount disposable in accordance with Chapter 17, Section 3 § para. 1 of the Swedish Companies Act (2005:551), SEK 195,126,892 remains available.

Linköping, October 2011

Sectra AB (publ)

The Board of Directors

Auditors opinion regarding the Board of Director's statement in accordance with Chapter 20, Section 12 of the Swedish Companies Act (2005:551)

To the Extraordinary General Meeting in Sectra AB (publ), reg. no 556064-8304.

Assignment and responsibilities

We have reviewed the Board of Directors' proposal dated in October 2011. The Board of Directors is responsible for the proposal and that the proposal is drawn up in accordance with the Swedish Companies Act (2005:551). Our responsibility is to review the proposal so that we can provide a written opinion pursuant to Chapter 20, Section 14 item 4 of the Swedish Companies Act (2005:551). This opinion is intended merely to fulfil the requirements of Chapter 20, Section 14 item 4 of the Swedish Companies Act (2005:551) and may not be used for any other purpose.

The focus and scope

The review has been conducted in accordance with Fars' recommendation RevR 9 - *The Auditors other opinions according to the Swedish Companies Act and the Swedish Companies Act's Ordinance*. This means that we have planned and performed the review to be able to with reasonable but not absolute assurance express an opinion on whether the Board of Directors' statement is accurate. The review has been limited to a general analysis of the statement and the basis for the statement, and queries made to employees of the company. It is our opinion that our review provides a reasonable basis for our opinion below.

Statement

Based on our review, we have not encountered any circumstances which give us reason to deem the Board of Directors' proposal as inaccurate.

Stockholm, October 2011

Grant Thornton Sweden AB

Peter Bodin

Authorised Public Accountant