

## Report from Sectra's Annual General Meeting 2012

**The Annual General Meeting (AGM) of shareholders in Sectra AB (publ) was held on June 28, 2012 in Linköping. In accordance with a motion from the Board of Directors, the AGM resolved to transfer SEK 5 per share to shareholders through a 2:1 share split combined with a mandatory redemption procedure and bonus issue. The resolution entails that approximately SEK 185 M will be distributed to shareholders.**

The resolution that was adopted regarding a share split and redemption included:

- A 2:1 share split, whereby each share is to be converted into two shares. One of these shares will become a redemption share. The record date for the share split is July 16, 2012.
- Reduction of the share capital through a mandatory share redemption, whereby 2,620,692 Series A shares and 34,474,286 Series B shares are to be canceled.
- Restoration of the company's share capital to its original amount through an SEK 18,547,489 increase in the share capital through a bonus issue.

The redemption procedure is automatic, meaning that no action is required from shareholders. It will be possible to trade in Series B redemption shares on NASDAQ OMX Stockholm AB. The timetable for the redemption procedure is as follows:

July 11	Last date of trading in Sectra shares including redemption shares
July 12	First date of trading in Sectra shares excluding redemption shares
July 16	Record date for the share split. Each share will be divided into two shares, of which one will be a redemption share
July 17-27	Trading in redemption shares
August 1	Record date for suspension of redemption shares
August 6	Preliminary date for payment of redemption settlement via Euroclear Sweden

More information about the redemption procedure is available on Sectra's [website](#).

### Other AGM resolutions

The Annual General Meeting also adopted the following resolutions:

- The Annual General Meeting adopted the income statement and balance sheet, and discharged the Board of Directors and President from liability for the fiscal year.
- In accordance with a motion from the Board of Directors, it was resolved that profits were to be carried forward and no dividend paid.
- Erika Söderberg Johnson, Torbjörn Kronander, Anders Persson, Christer Nilsson, Carl-Erik Ridderstråle and Jakob Svårdström were reelected as Board members. Carl-Erik Ridderstråle was reelected as Chairman of the Board.
- Payment of fees amounting to SEK 150,000 to non-executive directors of the Board and SEK 300,000 to the Chairman of the Board. For Audit Committee work, fees amounting to SEK 20,000 are to be paid to non-executive directors of the Board and SEK 40,000 to the Chairman of the Audit Committee. No separate fees are to be payable for work on the Remuneration Committee.

- Grant Thornton Sweden AB was reelected as the auditor, with Authorized Public Accountant Peter Bodin as the auditor in charge.
- To appoint a Nomination Committee comprising four members, of whom one member is to be the Chairman of the Committee and three members are to represent the company's largest shareholders. The Nomination Committee is to be constituted on the basis of the known shareholding in the company at September 30, 2012.
- To adopt principles for remuneration of, and other terms of employment for, company management in accordance with the Board's motion.
- In accordance with a motion from the Board, the Board of Directors was authorized for the period up until the next AGM to make decisions regarding the new issue of not more than 3,700,000 Series B shares for payment in the form of cash, the offsetting of debt or cash-in-kind payment, and that for the offsetting of debt and cash-in-kind payment, the Board was authorized to disapply the preferential rights of shareholders.
- In accordance with a motion from the Board, the Board of Directors was authorized to make decisions on one or more occasions during the period up until the next AGM regarding the acquisition or sale of Sectra shares. The authorization is limited in that the company's holding of own shares may not, at any time, exceed 10% of all the shares in the company.
- To issue convertible debentures for a total nominal amount of not more than SEK 35,000,000. The convertible debentures are to be offered for subscription to Group employees during the period from September 26 through October 5, 2012, and conversion to Series B shares is to be possible between May 23 and 27, 2016. The convertible debentures will fall due for payment on June 15, 2016.
- To issue convertible debentures for a total nominal amount of not more than SEK 3,500,000. The convertible debentures are to be offered for subscription to non-executive directors during the period September 26 through October 5, 2012, and conversion to Series B shares is to be possible between May 22 and 27, 2017. The convertible debentures will fall due for payment on June 15, 2017.
- In accordance with a motion from the Board, not more than 100,000 call options are to be issued to the Group's employees in North America. The call options will be exercisable three years after their date of allotment and will mature three years and two months of their date of allotment. The AGM authorized the Board of Directors to make decisions regarding the issue of not more than 100,000 warrants carrying rights to subscription of not more than 100,000 Series B shares in the company in order to guarantee the performance of option commitments to employees.

*The information in this press release is such that Sectra AB (publ) is obligated to disclose in compliance with the Swedish Securities and Clearing Operations Act. The information was submitted for publication on June 29, 2012, at 8:00 a.m (CET).*

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#### **About the Sectra Group**

Sectra was founded in 1978 and has its roots in Linköping University in Sweden. The company's business operations include cutting-edge products and services within the niche segments of medical IT and secure communications. Sectra has offices in 12 countries and operates through partners worldwide. Sales in the 2011/2012 fiscal year totaled SEK 823 million. The Sectra share is quoted on the NASDAQ OMX Stockholm AB exchange. For more information, visit [www.sectra.com](http://www.sectra.com).