



Press release

# **Report from Sectra's Annual General Meeting 2011**

The Annual General Meeting (AGM) of shareholders in Sectra AB (publ) was held on June 30, 2011, in Linköping.

"Earlier this week, Sectra was able to announce that the mammography modality that has been one of our major areas of focus in recent years will be acquired by Philips," said President and CEO Jan-Olof Brüer in his address at the Annual General Meeting, at which about 70 shareholders were represented. "The transaction provides us with a more distinct focus on medical IT and is recognition that we have developed and launched a highly competitive mammography modality."

Jan-Olof Brüer also mentioned in his address that the new products and service offerings that Sectra has launched will contribute to further efficiency enhancements in healthcare and to facilitating the secure transfer of information that is worth protecting.

The Annual General Meeting adopted the income statement and balance sheet, as well as the consolidated income statement and balance sheet, presented to the Meeting. The members of the Board of Directors and the President were discharged from liability for the fiscal year. The Meeting approved the Board of Directors' motion regarding appropriation of the company's profits, which means that no dividend will be paid and that the profit for the year will be carried forward.

#### **Election of Board members and auditors**

Erika Söderberg Johnson, Torbjörn Kronander, Anders Persson, Christer Nilsson and Carl-Erik Ridderstråle were re-elected to the Board, while Jakob Svärdström was elected for the first time. Carl-Erik Ridderstråle was re-elected Chairman of the Board. Grant Thornton Sweden AB was elected as auditing company, with Authorized Public Accountant Peter Bodin as auditor-in-charge.

In accordance with the motion of the Nomination Committee, it was resolved that directors' fees shall amount to SEK 150,000 for each of the external members of the Board and SEK 300,000 for the Chairman of the Board. Fees to the Audit Committee shall amount to SEK 20,000 for each of the external members of the Board and SEK 40,000 for the Chairman of the Audit Committee. No separate fees are to be paid for Remuneration Committee work.

#### **Nomination Committee**

The Meeting resolved to appoint a Nomination Committee comprising four members, of whom one will be the Chairman of the Board and three will represent major shareholders in the company. The Nomination Committee will be convened on the basis of the known share ownership in the company at September 30, 2011.

### **Authorizations**

The Meeting authorized the Board to decide on the new issue of not more than 3,700,000 Series B shares for cash payment, offset or capital contributed in kind and that in the case of offset or capital contributed in kind, it would be possible to deviate from the shareholders' preferential right. If the authorization is fully utilized, the dilution effect will

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be approximately 10% in terms of share capital and approximately 6% in terms of voting rights.

The Meeting also voted to authorize the Board to purchase or sell treasury shares on one or more occasions during the period ending at the next Annual General Meeting. The authorization is restricted to actions that would not cause the company's treasury share holdings to exceed 10% of all of the shares in the company at any one time.

### Convertible and stock option programs

The Meeting voted in accordance with a motion to issue convertibles to Group employees. Subscription for the convertibles may occur from September 26 through October 7, 2011 and conversion to class B shares can occur from May 25 – 29, 2015. The meeting also resolved on the issue of convertible to external Board members. The convertibles can be subscribed in the period September 26 – October 7, 2011 and conversion to Class B shares may occur from May 23 through May 27, 2016. The dilution effect on full conversion may not exceed 1% of the share capital at the time of the resolution by the Annual General Meeting.

The Meeting also adopted the Board's motion to distribute an additional maximum of 100,000 employee stock options to Group employees in the US. If these employee stock options are fully exercised, employees will acquire shares in the company in a number corresponding to approximately 0.3% of the share capital and 0.2% of the voting rights.

# Principles for remuneration and other terms of employment for company management

The Meeting adopted the Board's motion that the principles for remuneration and other terms of employment for senior executives of the company (meaning the Managing Director and other members of the Group executive board) adopted at the 2010 shall continue to be applied.

The information in this press release is such that Sectra AB (publ) is obligated to disclose in compliance with the Swedish Securities Market Act. The information was submitted for publication on June 30, 2011 at 18:30 (CET).

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# About the Sectra Group

Sectra was founded in 1978 and conducts successful development and sales of high-technology products in the niche segments of medical systems and secure communication systems. Sectra has offices in 12 countries and sells its products through partners worldwide. The head office is in Linköping, Sweden, and the company developed from research at Linköping University. Sales for the 2010/2011 fiscal year amounted to SEK 911 million. Sectra is listed on the NASDAQ OMX Stockholm AB exchange. For more information about Sectra, visit our website at <a href="https://www.sectra.com">www.sectra.com</a>.

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