

**1. Opening of the meeting**

The Chairman of the Board, Christian W. Jansson warmly welcomed everyone present and, after introducing all the board members and auditors present, declared the Shareholders' Meeting opened.

**2. Election of Chairman**

The Annual General Shareholders' Meeting elected Christian W. Jansson as Chairman to lead the proceedings of the Shareholders' Meeting. Christian W. Jansson appointed Peter Hedborg as secretary.

**3. Election of two people to approve the minutes**

The Shareholders' Meeting elected Anders Grundberg and Mats Ekberg of The Swedish Shareholders' Association (Sw: Sveriges Aktiesparares Riksförbund), to approve the minutes of the Shareholders' Meeting.

**4. Review as to whether the Meeting has been duly convened.**

The Shareholders' Meeting approved the summons procedure and deemed the Shareholders' Meeting duly convened

**5. Drafting and approval of the voting list**

The voting list was drafted and approved, see **appendix A**.

**6. Approval of the agenda**

The agenda, **appendix B**, was approved.

**7. Presentation of the Annual Report, Auditors' Report and Consolidated Accounts and Consolidated Auditors' Report**

Hans Johansson, Managing Director and Bengt Nilsson, Chief Financial Officer held a presentation regarding operations for the year 2005 and also regarding future plans.

After the presentation, questions were posed by, among others, Mats Ekberg of The Swedish Shareholders' Association, Stellan Atterkvist, Björn Hellström,

Erkki Persson and Christian Nilsson mainly regarding the competitive situation, the long-term financial objectives, reasons for repurchasing right, level of activity etc. The Managing Director, Hans Johansson and the Chief Financial Officer, Bengt Nilsson, responded to all questions.

Thereafter a film was screened regarding certain customers' conception of Semcon.

The annual report was presented and auditor's report as well as the consolidated annual report and consolidated auditor's report, **appendix C**. The accountant, Björn Grundvall presented the auditor's report.

**8. Questions regarding adoption of the income statement and the balance sheet and the consolidated income statement and the consolidated balance sheet**

It was decided to adopt the income statement and balance sheet as well as the consolidated income statement and consolidated balance sheet, appendix C.

**9. Appropriation regarding the company's profit according to the adopted balance sheet**

It was decided **that** shareholders would not be paid a dividend **and that** TSEK 105,082 is to be carried forward.

**10. Indemnity for board members and managing director**

It was decided to grant indemnity to the board members and the managing director for the previous year of operations.

**11. Resolution of number of Board Members and Deputies to be elected at the Shareholders' Meeting.**

It was decided that the board shall be made up of seven board members without deputies.

**12. Ratification of Board remuneration**

It was decided that remuneration to the board should be paid in the amount of TSEK 300 to the chairman of the board and TSEK 150 to board members who are not employed by the company.

**13. Ratification of Auditors' remuneration**

It was decided that the auditors, as remuneration, shall have the right to charge on a consecutive basis.

**14. Chairman to provide information as to assignments performed by the board candidates for other companies**

The Chairman therewith referred to the report included in the annual report.

**15. Election of Board Members and Deputies**

Erik Sjöström, of Skandia Liv and member of the election committee, presented those proposed for re-election and also gave a report regarding Christer Dahlström's professional experience. He has been recently proposed for election. Christer Dahlström introduced himself provided information about his professional background and all the boards he is a member of.

The following persons were re-elected for a term up to the next Annual General Meeting: Annemarie Gardshol, Pia Gideon, Carl-Åke Jansson, Christian W. Jansson and Dan Persson and Christer Dahlström was newly elected.

**16. Decision regarding the Board's proposal to amend the articles of association**

It was unanimously decided to amend the articles of association in accordance with the Board's proposal, **appendix D**.

**17. The Board's proposal to authorise the Board to make decisions regarding new share issues**

It was unanimously decided to authorise the board to, up until the next Annual General Shareholders' Meeting, on one or several occasions, with deviation from the shareholders' right of first refusal, decide on a new issues of shares in accordance with the provisions stipulated in **appendix E**.

**18. The Board's proposal to authorise the Board to make decisions regarding repurchasing and transfer of own shares**

It was unanimously decided to authorise the board of directors to, up until the next Annual General Shareholders' Meeting, on one or several occasions, make decisions regarding acquisitions and, with deviation from the shareholders' right of first refusal, transfer of own shares in accordance with the provisions stipulated in **appendix F** with the amendment that item 3 a) should be deleted.

**19. Closing of the Annual General Shareholders' Meeting**

Erik Sjöström, Skandia Liv, informed the Annual General Shareholders' Meeting about its proposal regarding convening and procedure, which concurs with the procedure decided at the 2005 shareholders' meeting.

The Annual General Shareholders' Meeting was declared closed.

Gothenburg as above

Minutes:

Peter Hedborg

Christian W. Jansson, Chairman

Verified:

Anders Grundberg

Mats Ekberg



## **Guest list**

Björn Magnusson  
Stefan Andersson

**AGENDA**  
for  
the Annual General Shareholders Meeting  
of Semcon AB (publ)  
on March 31, 2005

1. Opening of the Shareholders' Meeting and election of chairman of the Meeting;
2. Election of persons to approve the minutes;
3. Approval of the voting list;
4. Review as to whether the Meeting has been duly convened;
5. Approval of the agenda;
6. Presentation of the Annual Report and Auditor's report;
7. Adoption of the Income Statement and Balance Sheet, appropriation of the company's profits and indemnification for the board and the managing director;
8. Ratification of board remuneration;
9. Ratification of remuneration to the auditors;
10. Decision regarding the number of board members and deputies;
11. Chairman's report;
12. Election of board members and deputies;
13. Proposal for decision to authorize the board to make decisions on a new issue of shares;
14. Proposal for decision to authorise the board to make decisions regarding repurchase and transfer of own shares;
15. Proposal for decision to authorise the board to make decisions on issue of debt instruments;
16. Proposal for decision of a proposal of nomination proceedings;
17. Closing of the Annual General Shareholders' Meeting.