



## Information to shareholders in Bergman & Beving AB

pertaining to the distribution of the Addtech AB and Lagercrantz Group AB subsidiaries

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## Annual General Meeting of Bergman & Beving AB (publ)

The regularly scheduled Annual General Meeting will be held Wednesday, August 22, 2001, 4:30 p.m. at Industrihuset, Storgatan 19, Stockholm.

Shareholders who wish to participate in the proceedings of the Annual General Meeting must file notice of their desire to attend not later than 3:00 p.m., Monday, August 20, 2001 to Bergman & Beving AB, P.O. Box 10024, SE-100 15 Stockholm, Sweden, telephone +46-8 660 10 30, info@bb.se. Shareholders who wish to attend must also be recorded in their own name in the share register maintained by the Securities Register Center (VPC AB) not later than by August 10, 2001.

In order to exercise their voting rights, shareholders whose shares are registered in the name of a bank's trust department, or in the name of a stockbroker as nominee, must temporarily register their shares in their own name. Such registration must be completed not later than by August 10, 2001.

## Definitions

### Bergman & Beving or the Company

Bergman & Beving AB (publ), the present parent company of the Bergman & Beving Group.

### Addtech

Largely equals the Industry Business Area in the Bergman & Beving Group. The Addtech Group was formed March 31, 2001. Addtech AB is the parent company of the Addtech Group.

### Lagercrantz Group

Comparable to the Electronics and the Lagercrantz Group business areas in the Bergman & Beving Group. The Lagercrantz Group was formed March 31, 2001. Lagercrantz Group AB is the parent company of the new group.

## Financial reporting dates

Annual General Meeting of Bergman & Beving AB	August 22, 2001
Interim report for the period April 1–June, 2001	August 22, 2001
Release of the listing prospectus for Addtech AB and Lagercrantz Group AB	On or about August 23, 2001
Interim report for the period April 1, September 30, 2001	November 14, 2001
Interim report for the period April 1, December 31, 2001	February 11, 2002

*This information material has been prepared by the Board of Directors of Bergman & Beving AB. The purpose is to provide the shareholders with a basis for decisions at the Annual General Meeting on August 22, 2001, which will vote on the distribution of all the shares of Addtech AB and Lagercrantz Group AB to the shareholders.*

*If the Meeting on August 22, 2001 votes to distribute all shares outstanding in Addtech AB and all shares outstanding in Lagercrantz Group AB, each company, on or about August 23, 2001, will issue a prospectus in connection with the planned listing of their shares on the O-list of the Stockholm Stock Exchange (Stockholmsbörsen AB).*

# Distribution of Addtech and Lagercrantz Group to the shareholders of Bergman & Beving

The Board of Directors of Bergman & Beving will propose that the Annual General Meeting on August 22, 2001 will resolve to distribute all shares outstanding in the subsidiaries Addtech AB and Lagercrantz Group AB to the shareholders. The companies consist largely of the former Industry and Electronics/Lagercrantz Group business areas of Bergman & Beving.

Under terms of the Board’s proposal, for each class A and class B Bergman & Beving share held, shareholders will receive one Addtech share and one Lagercrantz Group share of the same class. In the same manner that applies to Bergman & Beving class A shares, the class A shares of Addtech and Lagercrantz Group may, when requested by a shareholder, be converted to class B shares of the respective companies.

Distribution of the Addtech and Lagercrantz Group shares will require MSEK 800 of the Parent Company’s unrestricted shareholders’ equity. At the end of the 2000/2001 fiscal year, the Company’s unrestricted equity amounted to MSEK 1 028. Following the proposed distribution of the Addtech and Lagercrantz Group shares,

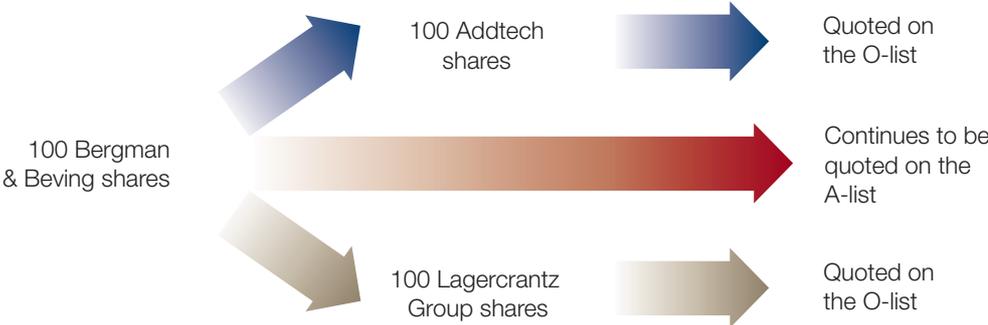
and a cash dividend of SEK 5.00 per share, the remaining unrestricted equity in Bergman & Beving will amount to MSEK 89.

Based on the opinions of external tax experts and Bergman & Beving’s auditors, Lex Asea is applicable. This tax rule means, largely, that the Addtech and Lagercrantz Group shares are being received as a tax-exempt dividend and that a withdrawal tax does not arise for Bergman & Beving. See also the section on “Tax considerations” on page 4.

The Board of Directors is proposing August 30, 2001 as record date for the distribution of the Addtech and Lagercrantz Group shares. As of August 28, 2001, Bergman & Beving’s shares will be traded ex-rights to dividends of Addtech and Lagercrantz shares. August 27, 2001 is the last day for trading including rights to distribution of the shares.

Addtech and Lagercrantz Group have applied to list their class B shares on the O-list of the Stockholm Stock Exchange (Stockholmsbörsen AB). Trading in the shares is expected to begin on September 3, 2001.

**Example:** A shareholder holds 100 Bergman & Beving class B shares.



## Background and reasons

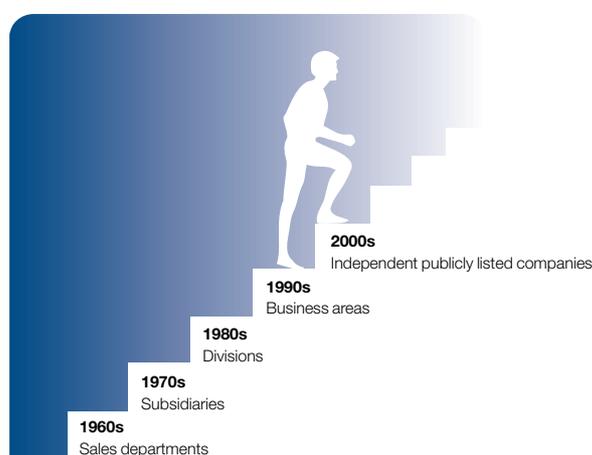
The background for the Board of Directors' proposal to distribute the Addtech and Lagercrantz Group shares lies in the fact that the Bergman & Beving business areas involved have achieved such size and profitability that it is believed that they will have better prospects for further growth as independent, publicly listed units. In the opinion of the Board, the division of the Group into three independent, publicly listed companies will provide more value for the shareholders over the long term. Following the division, the management and Board of Directors of each company – with a streamlined business concept and a streamlined marketing and product orientation – will be able to focus entirely on the growth and profitability of their own units.

As a result of the spin-offs and their own share listings, the distributed units will gain increased publicity and attract the interest of both the stock market and the media in a wholly different manner than as business areas in a group whose shares are traded publicly. The distributed units have long been operated as independent business areas within Bergman & Beving. The emphasis on creating good growth and profitability will become even more concrete as publicly listed companies, and this will be a motivating factor for both the managements and other employees.

The new companies will be managed by persons who in recent years have had business area responsibility for the distributed units. Other members of each company's management will come from various managerial positions in Bergman & Beving.

The stock exchange listings mean that the distributed companies will have direct access to the capital market, which is itself a positive factor and increases the opportunities to use company shares in payment for corporate acquisitions in the future. The ability to participate in structural transactions is increasing with the conversion of the present Bergman & Beving to three independent stock exchange companies.

Viewed from a shareholder perspective, the distribution involves a streamlining. This will result, among other things, in the companies' becoming easier to understand and analyze than today's Bergman & Beving which, following many years of good growth and a large number of acquisitions, has become a relatively large group with a number of different business interests. The shareholders, who will be able to distribute their investments among Bergman & Beving, Addtech and Lagercrantz Group, will have greater flexibility. These positive factors are expected to compensate for the fact that each of the three new stock exchange companies will have a lower market value than Bergman & Beving today.



Bergman & Beving has over a long period actively developed its organization, adapting its operations to market demand and conditions. As the business has expanded, new forms of organization that were deemed best able to create growth and profitability have been introduced. Since the 1960s the business has grown from a number of sales departments to the present business-area structure. The step up to independent stock exchange companies is a natural continuation of this development.

Historically, Bergman & Beving has shown good growth. Since the Company was listed on the Stockholm Stock Exchange (Stockholmsbörsen AB) in 1976, earnings per share has increased, on average, 18 percent per year. Over the same period, the return to the shareholders, measured as share price appreciation plus dividends, has amounted to an average of 25 percent per year.

The Group's growth has taken place in stages. In the beginning of each new decade the growth in income has been very favorable, due in part to substantial acquisitions of companies, and has then diminished during a consolidation phase.

In 2000 Bergman & Beving initiated an action program to increase shareholder value. The program may be summarized in the following three main points:

1. Increase profitability
2. Develop the business concepts
3. Develop the structure of the organisation

Measures have been implemented in all three areas, and this has contributed to an appreciable increase in income

for the fiscal year 2000/2001. Splitting the Group into three independent companies should be viewed as a natural continuation of this program.

Bergman & Beving, which after the spin-offs will consist of the Tools and the MediTech business areas, will continue to be on the O-list of the Stockholm Stock Exchange (Stockholmsbörsen AB). Acquisitions of companies are foreseen in these areas of business as well as in new areas where Bergman & Beving's expertise in being a value-adding technology provider in business-to-business commerce can be applied advantageously. Bergman & Beving's role as a developed of technology companies will thereby be strengthened.

The subsidiaries that are being distributed are:

- Addtech, which consists largely of the former Industry business area within Bergman & Beving. The company offers high-technology solutions based on industrial components and systems. The business has a distinct niche orientation, with leading positions in a number of market areas. Customers are mainly in the Nordic manufacturing industry.
- Lagercrantz Group, which consists of two former business areas – Electronics and Lagercrantz Group – within Bergman & Beving. Its operations are focused on products and solutions with a high technological content in the fields of electronic components, IT and telecommunications, systems and consulting services. Plans call for the class B shares of the two distributed companies to be introduced on the O-list of the Stockholm Stock Exchange (Stockholmsbörsen AB).

Stockholm, July 2001

**The Board of Directors  
Bergman & Beving AB (publ)**

# Tax consequences

The following summary of the tax consequences of the distribution, sale, holding and planned listing of the shares of Addtech and Lagercrantz Group on the O-list of the Stockholm Stock Exchange (Stockholmsbörsen AB) is based on currently applicable Swedish regulations and is intended only as general information. The treatment of each individual shareholder for purposes of taxation depends in part on the shareholder's special situation. Special tax consequences that are not described below may arise for certain categories of taxpayers. Each shareholder should consult a tax advisor for information on the special tax consequences that the Offering may involve.

The presentation does not cover cases in which shares held constitute a current asset in a business or are held by a partnership. The Offering involves the following tax consequences for physical persons and legal entities.

## **Distribution of the shares of Addtech and Lagercrantz Group**

In the opinion of independent tax experts and Bergman & Beving's auditors, the distribution is governed by the provisions of Chapter 42, § 16 of the Income Tax Act (1999:1229), the so-called Lex Asea. In accordance with Lex Asea, a distribution of shares under certain conditions is exempt from taxation for the recipient of shares.

The acquisition cost of the distributed shares shall be considered to be the percentage of the distribution-recipient's average acquisition cost of the Bergman & Beving shares that is equal to the change in market value of these shares as a result of the distribution. The distribution-recipient's average acquisition cost of Bergman & Beving shares shall be reduced by a corresponding amount.

The National Tax Board will be asked for so-called General advice on the distribution of the original acquisition cost of the Bergman & Beving shares between Bergman & Beving shares, and those of Addtech and Lagercrantz Group. The content of the National Tax Board's decision will be announced through advertising in the daily press.

## **Capital gain/Loss**

A capital gain or capital loss on the sale of shares consists of the difference between the sales price (less sales costs) and the acquisition cost.

The acquisition cost is calculated in the first instance in accordance with the so-called average method. Under this method, the acquisition cost per share is considered to be the average acquisition cost of all shares of the same

type and class, calculated taking changes in the holding into account.

Alternatively, the acquisition cost of publicly listed shares may be determined to be 20 percent of the sales price after deduction of sales costs (the standard method).

### Physical persons

Capital gains and dividends for physical persons domiciled in Sweden (and the estates of deceased Swedes) are taxed at a national income tax rate of 30 percent. When dividends are paid to physical persons, a preliminary tax of 30 percent of the dividends is withheld. Swedish Securities Register Centre (VPC) or the nominee, when shares are registered in the name of a nominee, normally withholds the tax.

Capital losses are deductible against income from capital. Capital losses on publicly listed shares and other securities taxed as shares are fully deductible against capital gains in the same year against other such publicly listed securities. Such capital losses are also fully deductible against capital gains on unlisted shares. Seventy percent of the loss is deductible in the case of a capital loss that is not netted in this manner.

If a deficit arises in income from capital, a reduction of the tax on income from services and business, as well as the real estate tax, is allowed. The tax reduction amounts to 30 percent of a deficit that does not exceed SEK 100 000, and 21 percent of a deficit in excess of SEK 100 000. A deficit may not be carried forward to a later tax year.

### Legal entities

Capital gains for legal entities, such as corporations, are taxed as income from business at a rate of 28 percent. A deduction for a capital loss on the sale of shares and other securities taxed as shares and which are held as a short-term investment is allowed in the same year, or a later

year only against a capital gain on the sale of shares or other securities taxed as shares.

Dividends are taxed as income from business at a rate of 28 percent. If the shares are considered to be business related, the dividend is normally exempt from tax.

Separate tax rules apply for certain special categories of companies such as investment companies and management companies.

### Wealth tax

Bergman & Beving shares are listed on A-list of the Stockholm Stock Exchange (Stockholmsbörsen AB). These shares are stated at 80 percent of market value for purposes of calculating the wealth tax. The Addtech and Lagercrantz Group shares that will be introduced on the O-list of the Exchange are exempt from wealth tax.

### Taxation of foreign shareholders

In the case of shareholders domiciled outside Sweden, a coupon tax is normally imposed on dividends declared in Sweden. The coupon tax is 30 percent. This tax rate is generally reduced through treaties with other countries that are designed to avoid double taxation. In Sweden, VPC or – in the case of shares registered in the name of a nominee – the nominee normally deducts the coupon tax. *However, coupon tax is not levied on dividends declared in accordance with the so-called Lex Asea.*

A shareholder who for purposes of taxation is domiciled outside Sweden is normally not subject to taxation in Sweden for a capital gains on shares. However, persons who have resided in Sweden at any time during the ten years immediately preceding the sale are liable for taxation in Sweden on capital gains on Swedish shares. This tax liability may be reduced through a tax treaty with the country in which the shareholder has his/her domicile.

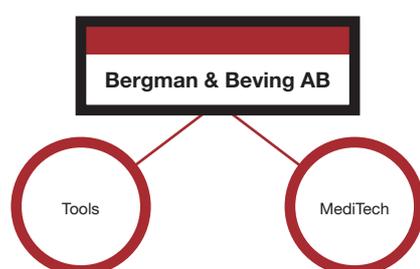
Taxation in the home country of a dividend received, and of a capital gain, is effected in accordance with the rules that apply in each home country.

# Bergman & Beving excluding Addtech and Lagercrantz Group

## Group overview – after the distribution of Addtech and Lagercrantz

Following the spin-off of Addtech and Lagercrantz Group, the Bergman & Beving Group will consist of the parent company, Bergman & Beving AB, including Group management, and the two business areas, Tools and MediTech,

Both business areas have independent business area managements that have been delegated substantial responsibility for results. There are well-functioning structures with divisions and subsidiaries in each business area.



## Business concept – Developer of technology-business companies

Bergman & Beving will invest in and develop companies that conduct value-adding technology business.

This means both the development of existing operations and being receptive to investing in new areas. During the year immediately ahead, priority will be given to developing present operations. It is foreseen that complementary acquisitions will constitute an important element in the development of existing operations.

## Objectives

Bergman & Beving is striving to achieve long-term growth in earnings of at least 15 percent annually.

This requires long-term growth in volume parallel with a continuing focus on margins and on the amount of working capital tied up in operations.

A sharper focus on growth and sustained good profitability will be the basic guidelines governing the Group's operations in the foreseeable future.

## Philosophy

Bergman & Beving's valued corporate philosophy will continue to characterize the Group in the future. This philosophy can be summarized in the following key words:

- 
- SIMPLICITY • EFFICIENCY • WILLINGNESS TO CHANGE • ACCOUNTABILITY • FREEDOM
- 

The philosophy is designed to support all employees in their daily activities, so that all will feel secure in their areas of responsibility and know that they have the freedom and authority to carry out their tasks simply and efficiently and in this way contribute to the Group's overall results.

Willingness to change is essential in order to be able to adapt operations smoothly to continuously changing conditions in the market.

## Employees

The expertise that employees possess, and their continuous efforts to achieve customer satisfaction, are critical to the Group's earnings performance.

Bergman & Beving continues to maintain its positive attitude toward training and the personal development of its employees.

## Dividend policy

Bergman & Beving's dividend policy remains unchanged.

## Pro forma financial overview excluding Addtech and Lagercrantz Group<sup>1</sup>

MSEK	APRIL 1 – MARCH 31, PRO FORMA		
	1998/1999	1999/2000	2000/2001
<b>Income statement data</b>			
Net revenues	3 621	3 658	3 748
Operating income (excluding items affecting comparability) <sup>2</sup>	143	167	179

<sup>1</sup> See page 25 for definitions.

<sup>2</sup> See pages 12–15 for more complete information.

MSEK	MARCH 31, PROFORMA		
	1998/1999	1999/2000	2000/2001
<b>Balance sheet data</b>			
Intangible assets	97	82	101
Tangible assets	388	397	354
Financial assets	21	23	56
Inventories	582	533	546
Short-term receivables	535	561	607
Liquid funds			387
<b>Total assets</b>			<b>2 051</b>
Shareholders' equity			838
Convertible subordinated debenture loan			101
Interest-bearing liabilities and provisions			324
Non-interest-bearing liabilities and provisions	724	741	788
<b>Total shareholders' equity and liabilities</b>			<b>2 051</b>
Capital employed			1 263
Net financial assets			18

## Tools Business Area

### NET REVENUES, OPERATING INCOME AND OPERATING MARGIN, PRO FORMA<sup>1</sup>

MSEK	APRIL 1 – MARCH 31, PRO FORMA		
	1998/1999	1999/2000	2000/2001
Net revenues	2 822	2 785	2 838
Operating income <sup>2</sup>	92	123	130
Operating margin, % <sup>2</sup>	3.3	4.4	4.6

<sup>1</sup> See page 25 for definitions.

<sup>2</sup> Operating profit, excluding items affecting comparability.

### Operations

Tools is the leading supplier in the Nordic Region of tools and consumables used in the manufacturing and construction industries.

### Market structure

The market consists of players who have one or more of the following roles:

**Players with a specialist profile.** These companies provide products, services and expertise in well-defined areas of need. Tools contains a number of strong “specialist” companies that focus on different areas, such as equipment for personal protection, workplace equipment, fasteners and tools.

**Players with a middleman function.** These companies provide a broad range of products and have high delivery capacity as a competitive weapon. Tools’ leading position in this sector of the market has been built by:

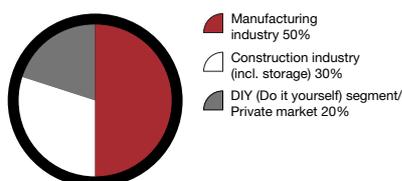
- providing a highly competitive range of products and services,
- offering delivery of virtually all of its products within 24 hours through a very well developed logistics function,
- providing a very well developed function for electronic information and order placement via the Internet and other interfaces,
- maintaining a well-trained salesforce with substantial knowledge of industry.

**Distributors.** These players consist of companies or chains that deal with end-customers. Small customers normally do business via distributors. Large customers deal with distributors, specialist companies as well as middlemen. The trend is toward limiting the number of suppliers. End-customers are seeing more and more advantages in obtaining more of their purchasing volume from a local distributor whose strength lies in increased personal service. Tools works closely with important distributors.

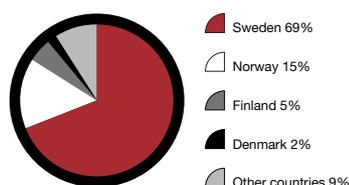
### Internet

Tools has used the Internet successfully to develop business. Approximately 70 percent of its order volume is received via an electronic medium. Through the [www.toolstore.com](http://www.toolstore.com) Internet portal customers are offered product information, an order function and delivery information, among other facilities. “Toolstore” covers the entire line of Tools’ products that includes more than 100 000 articles. The portal is updated online and the level of service is improved continuously. “Toolstore,” which was launched in 2000, handles more than 20 000 product-information inquiries per day – with an average response time of 1.1 second. More than 2 000 orders are placed each day. Articles ordered are normally shipped within 24 hours in Sweden, Denmark and large parts of Norway. The target group for the e-commerce is the same as for Tools’ other operations.

**DISTRIBUTION OF NET REVENUES BY END CUSTOMER SEGMENT, 2000/2001, PRO FORMA**



**DISTRIBUTION OF NET REVENUES BY MARKET, 2000/2001, PRO FORMA**



**Customer market**

The Nordic Region is Tools' principal market. The companies within Tools have very well established market positions in Sweden and Norway. The other Nordic countries offer opportunities for expansion.

Companies in the hardware and construction business in the Nordic Region are examples of customers. The ten largest customer companies combined accounted for less than 10 percent of sales in 2000/2001. No customer accounts for more than 2 percent of the business area's sales.

**Suppliers**

Tools works with about 1 500 suppliers in Europe, North America and Asia. Excellent long-term relationships with world-leading suppliers are an important factor in Tools' strategic position. No supplier represents more than 5 percent of Tools' purchases.

**Proprietary brands**

Tools supplies a number of products under its own brand names. Examples of such brand names include Guide, Race, Limit, Rubbet, Gigant, ESSVE and Anders Petter.

**Competitors**

The structure of the industry is in a process of change, with new players – both Swedish and foreign – establish-

ing operations in the market. The roles of the players are changing. Partnerships are changing the range of services offered. This ongoing change in the market is creating opportunities for growth that Tools intends to exploit.

**Outlook**

Tools' expansion in Sweden and Norway is continuing to follow the earlier pattern. Tools also plans to expand in Finland, Poland, the Baltic States and Denmark in the near future. The [www.toolstore.com](http://www.toolstore.com) Internet portal is gradually being established in new countries.

Tools intends to participate actively in the restructuring of the market that is under way. This will include the build-up of more "specialist" companies, further strengthening of the role of middleman, and the establishment of additional partnerships or acquisitions in the distributor segment.

*For additional information, reference is made to Bergman & Beving's annual report for the financial year 2000/2001.*

## MediTech Business Area

### NET REVENUES, OPERATING INCOME AND OPERATING MARGIN, PRO FORMA<sup>1</sup>

MSEK	APRIL 1 – MARCH 31, PRO FORMA		
	1998/1999	1999/2000	2000/2001
Net revenues	799	873	910
Operating income <sup>2</sup>	56	53	57
Operating margin, % <sup>2</sup>	7.0	6.1	6.3

<sup>1</sup> See page 25 for definitions.

<sup>2</sup> Operating profit, excluding items affecting comparability.

### Operations

MediTech is one of the Nordic Region's leading suppliers in the product areas that include diagnostic equipment for healthcare, laboratory instruments, disposable materials for use in laboratories, dental products and plastic products for medical applications. MediTech's operations are niche-oriented. Approximately 80 percent of MediTech's sales derive from products made by world-leading suppliers, and approximately 20 percent are attributable to MediTech's own production. A large percentage of the products produced in-house are dental products that are exported to a high degree.

MediTech's operations are organized in five divisions.

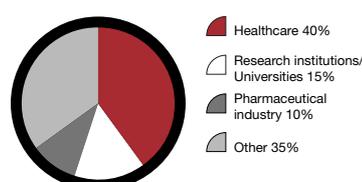
### Market structure

MediTech's customers are largely operators in the healthcare field, companies in the pharmaceutical industry, and research institutions and universities. In addition to hospitals and healthcare centers, dental clinics and dental companies constitute major customer groups in the healthcare field. Other customers include the food, chemical and wood-pulp industries.

Slightly more than 80 percent of the sales are generated through personal selling. Just under 20 percent of the sales are generated through catalog sales.

The Nordic Region is MediTech's principal market. Dental products manufactured in house, such as saliva suction devices and dental filling materials, is largely exported to the United States and Europe.

### DISTRIBUTION OF NET REVENUES BY CUSTOMER SEGMENT, 2000/2001, PRO FORMA



Astra Zeneca, Praktikertjänst and Pharmacia are examples of customers. The ten largest customers accounted for less than 20 percent of sales in 2000/2001. The healthcare sector, research institutions and universities account for slightly more than half of the business area's sales.

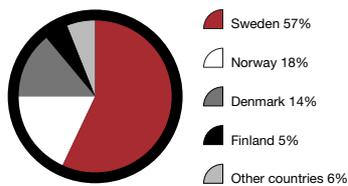
### Internet

MediTech has elected to provide Web solutions at the subsidiary level. One of MediTech's subsidiaries has introduced Forssbergs Online, a comprehensive Web portal for dental-care products in Sweden. The Web portal offers dental clinics a complete range of disposable articles. The Web portal is always open. The inventory balance, order history and purchasing lists are examples of available information. Another portal offers comparable functions but focuses on researchers and laboratory personnel.

### Products

Companies in MediTech operate within well-defined areas of need and the core of their offerings have their origin in products from world-leading suppliers to a large extent. MediTech holds advanced positions in the following areas, among other: Diagnostic equipment for blood gas analysis, automation equipment for laboratories, advanced analytical instruments, and accessories and consumables for medical and chemical use. Dental products and plastic products for medical applications are also important product areas.

**DISTRIBUTION OF NET REVENUES BY MARKET, 2000/2001, PRO FORMA**



MediTech's specialized knowledge of products and their use is of great importance for success. Customer training, seminars, technical service and efficient distribution are vital services in MediTech's total offering to customers.

In the areas of dental products and medical plastics, in which MediTech has its own production, product development is conducted in close cooperation with customers.

### Suppliers

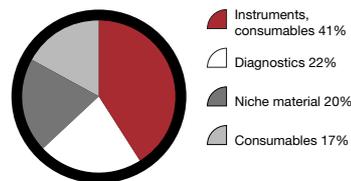
MediTech works with more than a hundred major suppliers who are located mainly in Europe, but also in North America and Asia. These suppliers are normally world leaders in their respective product niches. No supplier represents more than 5 percent of purchases.

### Competitors

The total market is characterized by limited growth. But, as a result of new findings in research and medicine, niches with much higher growth than the market average are developing. A niche philosophy and acquisitions are therefore of great importance for growth.

In the field of laboratory equipment. MediTech is competing with Merck Euro Lab, among others. Lifco is an example of a competitor in the area of dental products. In addition, there are a large number of small trading companies that represent foreign manufacturers such as Ninolab and ILS Laboratory Scandinavia. The products produced in-house face competition primarily from

**DISTRIBUTION OF NET REVENUES BY PRODUCT AREA, 2000/2001, PRO FORMA**



manufacturers in the United States and Europe, including Euronda in Italy.

### Outlook

MediTech's objective is to focus on growth areas in medical and chemical analysis, healthcare and medical/technical production. One example of a niche area in chemical analysis, which is growing strongly at the present time, is the market for laboratory automation.

Demand in the healthcare field is driven largely by demographic factors. This demand is expected to increase parallel with the change in the age structure of the population, with an ever-larger number of older citizens.

Acquisitions will constitute an important element in MediTech's growth strategy.

Geographical expansion is another important factor for growth. MediTech's position in e-commerce will probably be important in connection with the penetration of new geographical markets.

In the future, MediTech will continue to focus on increasing the service content of products in order to strengthen its competitiveness.

*For additional information, reference is made to Bergman & Beving's annual report for the financial year 2000/2001.*

## Financial information

The information, below, pertaining to the income statement, balance sheet, cash flow analysis and key data, has been prepared to describe Bergman & Beving, pro forma,

after the distribution of Addtech and Lagercrantz Group. For information on pro forma principles, refer to the text directly adjacent to the tables.

### STATEMENT OF INCOME, EXCLUDING ADDTECH AND LAGERCRANTZ GROUP, PRO FORMA<sup>1</sup>

MSEK	APRIL 1 – MARCH 31, PRO FORMA		
	1998/1999	1999/2000	2000/2001
<b>Net revenues</b>	<b>3 621</b>	<b>3 658</b>	<b>3 748</b>
Cost of operations	-3 478	-3 491	-3 569
– of which, depreciation and amortization according to plan	-59	-63	-62
Items affecting comparability			147
Operating income	143	167	326
Financial income and expense			1
Income after net financial items			327
Taxes			-104
Income for the year			223
<b>Operating income, excluding items affecting comparability</b>	<b>143</b>	<b>167</b>	<b>179</b>

### BALANCE SHEET, EXCLUDING ADDTECH AND LAGERCRANTZ GROUP, PRO FORMA<sup>1</sup>

MSEK	MARCH 31, PRO FORMA		
	1998/1999	1999/2000	2000/2001
Intangible assets	97	82	101
Tangible assets	388	397	354
Financial assets	21	23	56
Inventories	582	533	546
Short-term receivables	535	561	607
Liquid funds			387
<b>Total assets</b>			<b>2 051</b>
Shareholders' equity			838
Convertible subordinated debenture loan			101
Interest-bearing liabilities and provisions			324
Non-interest-bearing liabilities and provisions	724	741	788
<b>Total shareholders' equity and liabilities</b>			<b>2 051</b>
Capital employed			1 263
Net financial assets			18

<sup>1</sup> See page 25 for definitions.

STATEMENT OF CASH FLOW<sup>1</sup>, EXCLUDING ADDTECH AND LAGERCRANTZ GROUP, PRO FORMA<sup>2</sup>

MSEK	APRIL 1 – MARCH 31, PRO FORMA		
	1998/1999	1999/2000	2000/2001
Operating income, including items affecting comparability	143	167	326
Adjustment for items not included in cash flow	67	73	-67
Change in working capital	-83	37	-8
<b>Cash flow before capital expenditures</b>	<b>127</b>	<b>277</b>	<b>251</b>
Net capital expenditures, excluding company acquisitions	-42	-51	151
<b>Operating cash flow</b>	<b>85</b>	<b>226</b>	<b>402</b>
<b>Specification of capital expenditures</b>			
Acquisitions of subsidiaries and other business units	-43	-5	-47
Sales of subsidiaries and other business units	7		
Acquisitions of intangible and tangible assets	-52	-60	-47
Sales of intangible and tangible assets	10	9	198
<b>Total capital expenditures</b>	<b>-78</b>	<b>-56</b>	<b>104</b>

<sup>1</sup> Foreign exchange rate differences are only accounted for in 2000/2001.

KEY DATA, EXCLUDING ADDTECH AND LAGERCRANTZ GROUP, PRO FORMA<sup>2</sup>

	31 MARS, PRO FORMA		
	1998/1999	1999/2000	2000/2001
Operating margin, excluding items affecting comparability, %	3.9	4.6	4.8
Profit margin, excluding items affecting comparability, %			4.8
Return on total capital (income excluding items affecting comparability), %			11
Return on capital employed (income excluding items affecting comparability), %			17
Return on shareholders' equity, %			27
Return on shareholders' equity (income excluding items affecting comparability), %			14
Return on shareholders' equity after full conversion, %			24
Return on shareholders' equity after full conversion (income excluding items affecting comparability), %			12
Equity/assets ratio, %			41
Equity/assets ratio after full conversion, %			46
Net financial assets, MSEK			18
Number of employees at end of period	1 249	1 229	1 273
Average number of employees	1 210	1 226	1 262

<sup>2</sup> See page 25 for definitions.

**PER-SHARE DATA, EXCLUDING ADDTECH AND LAGERCRANTZ GROUP<sup>1</sup>**

	MARCH 31, PRO FORMA		
	1998/1999	1999/2000	2000/2001
Number of shares at year-end (000s) <sup>2</sup>	28 630	28 630	27 865
Number of shares at year-end, after full conversion (000s) <sup>2</sup>	28 630	29 478	28 713
Weighted number of shares during the year (000s) <sup>2</sup>	28 630	28 630	28 240
Weighted number of shares during the year, after full conversion (000s) <sup>2</sup>	28 630	28 772	29 088
Earnings per share, SEK			7.90
– of which items affecting comparability, SEK			3.80
Earnings per share, excluding items affecting comparability, SEK			4.10
Earnings per share after full conversion, SEK			7.70
– of which items affecting comparability, SEK			3.60
Earnings per share after full conversion, excluding items affecting comparability, SEK			4.10
Operating cash flow per share, SEK	3.00	7.90	14.20
Operating cash flow per share after full conversion, SEK	3.00	7.80	13.80
Shareholders' equity per share, SEK			30.10
Shareholders' equity per share after full conversion, SEK			32.70

<sup>1</sup> See page 25 for definitions.

<sup>2</sup> Calculations are based on the number of shares, excluding those repurchased by the company.

## Pro forma principles

### Formation of Lagercrantz Group AB and Addtech AB

Lagercrantz Group AB and Addtech AB were formerly dormant companies within the Bergman & Beving Group. In March 2001 the two companies received MSEK 400 through a new issue of shares totaling MSEK 56 and an unconditional shareholder contribution of MSEK 344. In connection with the planned spin-offs of Addtech and Lagercrantz Group, the two companies will have the same number of class A and class B shares carrying rights to dividends as Bergman & Beving AB.

On March 31, 2001, Lagercrantz Group AB and Addtech AB acquired all shares outstanding in Bergman & Beving Electronics A/S and Lagercrantz Group AB (the former parent company of the business area) and Bergman & Beving Industry AB from Bergman & Beving AB. The purchase price in each case was equal to the book value of Bergman & Beving AB.

### Pro forma accounting

The pro forma accounting shows the condensed income statements, balance sheets and cash flows for the new groups for the years 1998/1999, 1999/2000 and 2000/2001. The purpose of the pro forma accounting is to show the development of Bergman & Beving, Addtech and Lagercrantz Group as if the new groups had been formed on March 31, 1998.

The structure of the groups as of March 31, 2000 is the starting point for the pro forma financial statements. Operations that were not included as of March 31, 2001 but which have been part of Bergman & Beving's Industry, Electronics and Lagercrantz Group business areas have been eliminated as of March 31, 1998. In the pro forma accounts, operations of other companies in the Bergman & Beving Group that were acquired and sold during the period March 31, 1998 and March 31, 2001 have been included as if acquisitions and sales had occurred as of March 31, 1998. Operations that were acquired outside the Bergman & Beving Group, and which are parts of the new groups today, are included as of the date of acquisition.

The accounts have been prepared based on payments by Lagercrantz Group and Addtech of MSEK 152 and MSEK 347, respectively, in connection with the acquisitions of Bergman & Beving Electronics A/S, Lagercrantz Group AB and Bergman & Beving Industry from Bergman & Beving AB. The purchase price conforms with the reported value of all identifiable assets and liabilities in the groups in which Bergman & Beving Electronics A/S and Lagercrantz Group and Bergman & Beving Industry AB are parent companies. Reported goodwill items in the Bergman & Beving Electronics A/S and Lagercrantz Group groups and the Bergman & Beving Industry Group are not identifiable assets and accordingly the items are lacking in the new groups.

The historical capital structure of the Electronics Business Area and the Lagercrantz Group Business Area, as well as that of the Industry Business Area, differs from the capital structures of the new groups.

Against this background, it has not been considered meaningful to take into account financial items and taxes in the historical income statements. The pro forma income statements for the years 1998/1999 and 1999/2000 comprise only operating items – that is, income statements at the level of operating income before financial items. A complete pro forma income statement is reported for 2000/2001.

The same principle applies to the balance sheets. A complete balance sheet is reported for March 31, 2001.

Against this background, statements of cash flow for the years 1998/1999 through 2000/2001 contain the cash flow from operations and investment activities, but exclude the effects of company acquisitions.

Key ratios pertaining to the historical financial development are based on the pro forma financial statements. As a result, certain key ratios for 1998/1999 and 1999/2000 have been omitted.

*The following adjustments have been made relative to the manner in which the business areas are reported in the official accounts of Bergman & Beving AB.*

- At the end of 2000/2001, total goodwill in the Bergman & Beving Group that was attributable to the Electronics and Lagercrantz Group business area amounted to MSEK 265, with goodwill of MSEK 292 attributable to Industry. In the new Addtech and Lagercrantz Group groups goodwill as of March 31, 2001 amounted to MSEK 0.

In the pro forma accounts, because amortization of this goodwill will not be charged against income in

the future, historical amortization of goodwill reported in Bergman & Beving AB has been eliminated.

The effect of this is that amortization of goodwill pertaining to Electronics and Lagercrantz Group is reduced by MSEK 22, and amortization pertaining to Industry is reduced by MSEK 33, compared with the figures reported in Bergman & Beving's annual report.

- The new groups were capitalized as of March 31, 2001 through issues of new shares and a shareholder contributions, part of which was used to acquire Electronics and Lagercrantz Group and Industry. In the pro forma accounts for 2000/2001, this has been accounted for by calculating interest as if the capitalization had taken place at the beginning of the fiscal year. The calculation has been based on an interest rate of 4 percent.
  - Adjustments for businesses sold during the year have been made in the pro forma accounts for Lagercrantz Group. Bergman & Beving's business area accounts include the Black Box business up to the date of sale, January 1, 2001, and the Unitdata unit is included from the date of acquisition in November 1, 1998 until the date of sale in February 1, 2000.
  - In the pro forma accounts for Addtech the acquisition of Vactek from Bergman & Beving MediTech as of March 31, 2001 has been reported as if the acquisition had occurred April 1, 1998.
  - Because all the receivables from and liabilities to other companies in the Bergman & Beving Group are to be liquidated or replaced by external borrowing prior to the public listing of shares, these items have been reported net in the pro forma accounts as of March 31, 2001 under the balance sheet item "Liquid funds" in Addtech, and under interest-bearing liabilities (to Bergman & Beving AB) in Lagercrantz Group.
- In the pro forma accounts, a reported liability of MSEK 345 as of March 31, 2001 from the acquisition of Berendsen in 1998, for which Bergman & Beving is formally the counterparty, has been transferred to Lagercrantz Group.
- Group contributions received from and made to other companies in the Bergman & Beving Group have been handled in accordance with the statement issued by the Urgent Issues Committee of the Swedish Financial Accounting Standards Council.

# Addtech

## Business concept

“Value-Adding Tech Provider” – Addtech offers high-tech industrial components and systems used by industrial companies. Based on its expertise and knowledge in well-defined niches, Addtech creates customer-specific solutions.

## Objectives and strategies

Addtech’s objective is to achieve – over an economic cycle – growth in earnings, expressed as income after net financial items, of at least 15 percent per year. The return on equity should amount to at least 25 percent.

The Group works internally with return on working capital (P/WC)<sup>1</sup> as measurement of profitability. The objective is that the P/WC should amount to at least 45 percent for each established business unit.

Addtech has adopted the following strategies to achieve its objectives:

- **Create market-leading positions:** Addtech is to achieve market-leading positions by refining and developing existing operations. Priority is to be given to proposing customer-specific solutions and to satisfying customers’ increasing demands for service, support and systems know-how.
- **Growth:** Addtech is to have a distinct growth profile, continuously evaluating opportunities to expand geographically, organically and through complementary acquisitions.
- **Development of the business and organization:** Addtech’s organization is to be distinguished by its ability to adapt and its willingness to change in order to satisfy customers’ needs and to use the company’s resources in an optimal manner. The products offered are undergoing constant change.

## Operations

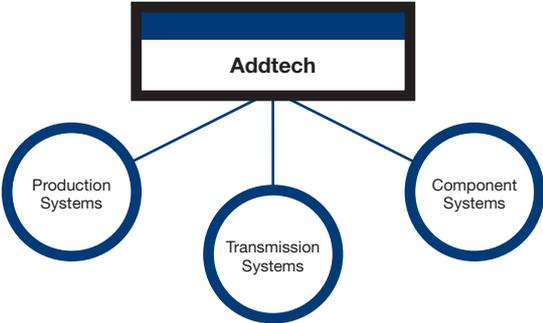
Addtech’s operations have a distinct niche orientation, with leading positions in a number of market areas.

By providing a combination of customer-adapted solutions, “niche production,” services and standard products, Addtech is able to offer optimal solutions. The ability to find an optimal solution for the customer is improved through Addtech’s close development work and cooperation with both customers and suppliers. Addtech functions as a “processing” link between these parties.

The customers, who are mainly in the Nordic manufacturing industry and aftermarket, comprise both international companies and their suppliers. The largest customer segments are the engineering, telecommunications, automotive and electronic industries.

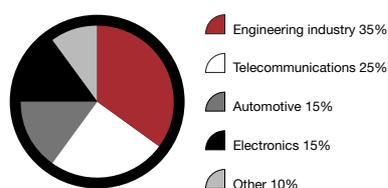
There is a tradition in Addtech of long-term cooperation with suppliers who focus on research and development and who are leaders in their respective market niches. Addtech’s suppliers are located in Europe, Asia and North America. Addtech has worked with many of its suppliers for more than 20 years.

Operations are divided into three business areas: Production Systems, Transmission Systems and Component Systems. The operations in Production Systems are focused mainly on system solutions that are used largely in industrial production processes. In addition to supplying pertinent equipment, the business area offers installation services and other services, maintenance and consulting services.

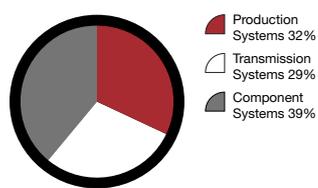


<sup>1</sup> Working capital is defined as accounts receivable plus inventories less accounts payable.

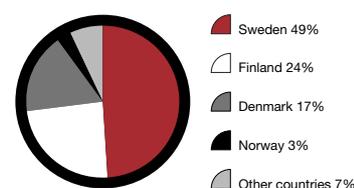
**DISTRIBUTION OF NET REVENUES BY CUSTOMER SEGMENT, 2000/2001, PRO FORMA**



**DISTRIBUTION OF NET REVENUES BY BUSINESS AREA, 2000/2001, PRO FORMA**



**DISTRIBUTION OF NET REVENUES BY GEOGRAPHICAL MARKET, 2000/2001, PRO FORMA**



Transmission Systems comprises transmission components, machine parts and automation systems. Customers are in the manufacturing industry. In-house production constitutes an important part of operations,

Component Systems sells solutions, components and systems used in electronics, electromechanics and power supplies. Customers are in the manufacturing industry.

Each subsidiary works independently and manages its operations in accordance with clear measurements of margins and profitability. Addtech's operations are decentralized and operations are conducted with a distinct focus on profitability. The combination of the flexibility, personal service and entrepreneurial spirit of a small company with the financial strength, networks and guarantee of continuity of a large company gives Addtech a substantial competitive advantage in the market.

### Market

Addtech operates in the market for high-tech industrial components and systems. Its customers are mainly in the Nordic manufacturing industry. It is difficult to isolate and estimate the size of the market for Addtech's products due to its diversity.

Addtech's strategy is to achieve leading positions in defined niches and to gradually develop operations to include adjacent segments. Thus, Addtech's available and potential market is not static but is changing continuously over time. The market is not expected to restrict Addtech's future growth.

One way to measure the underlying growth in Addtech's market is to note the growth in sales in Addtech's

most important customer segments. In the Swedish market, which accounts for approximately 50 percent of Addtech's sales, the variation in growth of different market segments is substantial. Over the most recent ten-year period the annual growth in the machine industry has been approximately zero percent, slightly more than 3 percent in the electronics industry, just under 10 percent in the automotive industry, and slightly more than 11 percent in the telecommunications industry.

In Finland, Addtech's second-largest market with 24 percent of sales, the total growth for the ten-year period is higher. This is attributable primarily to strong growth in the telecommunications segment.

### FINANCIAL OVERVIEW ADDTECH, PRO FORMA<sup>1</sup>

MSEK	1998/1999	1999/2000	2000/2001
<b>Net revenues</b>	<b>1 725</b>	<b>2 023</b>	<b>2 502</b>
<b>Operating income<sup>2</sup></b>	<b>153</b>	<b>161</b>	<b>201</b>
Net income			151
Revenue growth, %	30.3	17.3	23.7
Operating margin, % <sup>2</sup>	8.9	8.0	8.0
Total assets			1 217
Shareholders' equity			400
Return on shareholders' equity, % <sup>2</sup>			35.4
Equity ratio, %			33.0
Earnings per share, SEK <sup>2</sup>			5.09
Operating cash flow per share, SEK			7.62
Shareholders' equity per share, SEK			14.35

<sup>1</sup> See page 25 for definitions.

<sup>2</sup> Excludes items affecting comparability.

# Lagercrantz Group

## Business concept and vision

Lagercrantz Group, operating within well-defined niches and in partnership with customers and producers, offers products and solutions in the fields of electronics and communications that contribute to customers' competitiveness.

Lagercrantz Group is to be a growth-oriented, profitable international knowledge company in the areas of electronics and telecommunications solutions.

## Objectives and strategies

Lagercrantz Group has three overriding objectives:

- Growth** Long-term growth in earnings, expressed as income after financial items of at least 15 percent per year.
- Profitability** A return of 25 percent on shareholders' equity.
- Development** Development work that supports growth and profitability is to be conducted continuously within the Group.

To achieve the above objectives, Lagercrantz Group is focusing on five strategies and success factors:

**Focus on niches** – Lagercrantz Group is operating within specific product segments and is offering custom-tailored solutions.

**Expansion** – Lagercrantz Group is to expand through organic growth, acquisitions in present markets, and acquisitions in new geographical markets.

**Creation of added value** – This means providing the products and services being offered customers with unique features that help to increase the competitiveness of both customers and the Group.

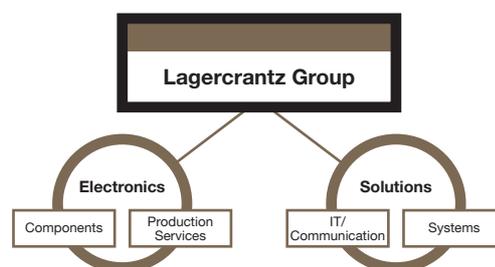
**Personal sales** – Sales approaches are being made largely to development departments in order to become part of the customers' development processes as early as possible.

**Decentralized business responsibility** – Business decisions are to be made at the local level where knowledge of customers and products is greatest.

## Operations

Lagercrantz has operations in Sweden, Norway, Finland, Denmark and Poland and – by virtue of its size, rate of growth and concepts – is a leading player in the Nordic market.

Lagercrantz Group companies consist of the parent company, Lagercrantz Group AB, and two business areas, Electronics and Solutions. Each of the business areas, in turn, consists of two operating units. The common feature of both business areas is that they are based on customer needs and are building their operations on strong products and value-creating services, primarily for Nordic customers. Lagercrantz Group has a stable organization in which business-like operations constitute one of the building blocks.



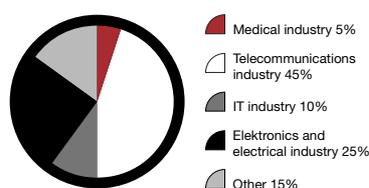
## Electronics

The Electronics Business Area offers electronic components as well as production and customer-adapted cable harnesses. The operations are niche-oriented and customers are provided with added value, in part by being offered custom-tailored solutions. Production Services offers services at all stages of the product-development flow, from development and design to production and outsourcing.

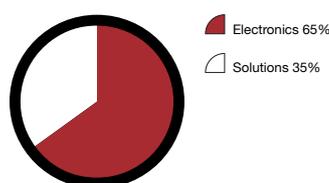
## Solutions

The Solutions business area offers customer-specific solutions in the areas of telecommunications, information systems and payment systems, together with related consulting services. Operations are conducted mainly in the form of projects, in which a large number of different

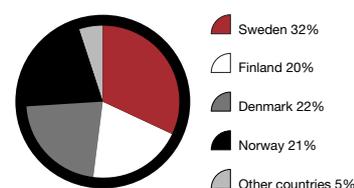
**DISTRIBUTION OF NET REVENUES BY CUSTOMER SEGMENT, 2000/2001, PRO FORMA**



**DISTRIBUTION OF NET REVENUES BY BUSINESS AREA, 2000/2001, PRO FORMA**



**DISTRIBUTION OF NET REVENUES BY GEOGRAPHICAL MARKET, 2000/2001, PRO FORMA**



functions and skills are involved. In addition to customer-specific solutions customers are also offered technical support.

### Market

Lagercrantz Group supplies high-tech electronic components and solutions used in telecommunications and systems. The customers are mainly Nordic companies in the telecommunications/electronics/electrical equipment industry, as well as companies in mature IT environments. Players with their own production as well as companies with both multiple and niche distribution are active in the market.

Growth in the market for the Electronics business area is driven by ever shorter investment cycles, more rapid technical shifts and the fact that the electronics content in new products is increasing steadily. The global market for electronic components is increasing at a rate just under 20 percent per year. Lagercrantz Group estimates the available Nordic market to amount to SEK 20 billion, and the business area's share of the market to amount to approximately 10 percent.

The Solutions business area is niche-oriented, which means that it is operating in a number of market segments with different characteristics. Management estimates that the total Nordic market for Solutions' product areas exceeds SEK 50 billion. Growth in the market for Solutions' products is estimated to be between 15 and 20 percent per year.

**FINANCIAL OVERVIEW LAGERCRANTZ GROUP, PRO FORMA<sup>1</sup>**

MSEK	1998/1999	1999/2000	2000/2001
<b>Net revenues</b>	<b>1 890</b>	<b>2 223</b>	<b>2 614</b>
<b>Operating income<sup>2</sup></b>	<b>97</b>	<b>112</b>	<b>163</b>
Net income			73
Revenue growth, %	32.9	17.6	17.6
Operating margin, % <sup>2</sup>	5.1	5.0	6.2
Total assets			1 207
Shareholders' equity			400
Return on shareholders' equity, % <sup>2</sup>			26.1
Equity ratio, %			33.1
Earnings per share, SEK <sup>2</sup>			3.73
Operating cash flow per share, SEK			8.21
Shareholders' equity per share, SEK			14.29

<sup>1</sup> See page 25 for definitions.

<sup>2</sup> Excludes items affecting comparability.

# Share capital and ownership

## Share capital

Bergman & Beving AB's share capital amounts to SEK 286 303 600. As of March 30, 2001, there were 1 843 744 class A shares and 26 786 616 class B shares outstanding, each with a par value of SEK 10. Class A votes carry 10 votes each and class B shares carry one share each. All shares carry equal rights to share in the company's assets and profit. The Articles of Association contain a conversion provision that entitles owners of class A shares to have them converted to class B shares. Addtech's and Lagercrantz Group's Articles of Association contain comparable provisions. Since March 30,

3 458 Bergman & Beving class A shares have been converted to class B shares.

The Board of Directors has been authorized by a general meeting of shareholders to repurchase a maximum of 2 863 036 class B shares (equal to 10 percent of the share capital) during the period preceding the Annual General Meeting held August 22, 2001. To date, 765 200 shares have been repurchased. In accordance with the Swedish Companies Act, repurchased shares do not carry rights to dividends.

### DISTRIBUTION OF BERGMAN & BEVING'S SHARE CAPITAL AS OF MARCH 30, 2001

CLASS OF SHARE	NUMBER OF SHARES	VOTES PER SHARE	PERCENTAGE OF	
			CAPITAL, %	VOTES, %
Class A	1 843 744	10	6.6	41.5
Class B*	26 021 416	1	93.4	58.5
<b>Total</b>	<b>27 865 160</b>		<b>100.0</b>	<b>100.0</b>

\* Excludes repurchased shares.

### GROWTH IN SHARE CAPITAL SINCE APRIL 1, 1988

YEAR	TRANSACTION	CHANGE IN SHARE CAPITAL, SEK	NUMBER OF NEW SHARES	SHARE CAPITAL, SEK	TOTAL NUMBER OF SHARES
1988/1989	Opening balance			76 356 060	7 635 606
1989/1990	Conversion	140 000	14 000	76 496 060	7 649 606
1990/1991	Conversion	86 000	8 600	76 582 060	7 658 206
1993/1994	Stock dividend against retained earnings	38 291 030	3 829 103	114 873 090	11 487 309
1993/1994	Non-cash issue to Engros AB Ferro	28 278 710	2 827 871	143 151 800	14 315 180
1997/1998	Stock dividend against legal reserve	143 151 800	14 315 180	286 303 600	28 630 360

## Share ownership

In connection with the spin-offs, the share structure of Addtech AB and Lagercrantz Group AB will be identical to the number of Bergman & Beving shares that carry rights to dividends. The shareholder registers will also be identical with the Bergman & Beving AB register with re-

spect to shares carrying rights to dividends. The list of shareholders below is based on Bergman & Beving AB's share register as of March 30, 2001. As of that date there were approximately 3 385 shareholders.

## SHAREHOLDER LIST AS OF MARCH 30, 2001<sup>1</sup>

NAME	NUMBER OF CLASS A SHARES	NUMBER OF CLASS B SHARES	PERCENTAGE OF CAPITAL	PERCENTAGE OF VOTES
Jan Wallenders och Tom Hedelius Stiftelse	835 152		3.0	18.8
Robur		4 925 457	17.7	11.1
Pär Stenberg	279 152	1 049 922	4.8	8.6
Anders Börjesson (family)	293 000	20 500	1.1	6.6
Tom Hedelius	278 000	5 400	1.0	6.3
Handelsbankens Pensionsstiftelse		1 900 000	6.8	4.3
Alecta		1 339 440	4.8	3.0
Carl T. Säve	30 000	973 982	3.6	2.9
Skandia		1 225 500	4.4	2.8
Svenska Handelsbanken <sup>2</sup>		1 155 700	4.2	2.6
Chase Manhattan Bank		1 084 328	3.9	2.4
Fjärde AP-fonden		1 075 775	3.9	2.4
Andra AP-fonden		900 014	3.2	2.0
Tredje AP-fonden		876 975	3.1	2.0
Others	128 440	9 488 423	34.5	24.2
<b>Total</b>	<b>1 843 744</b>	<b>26 021 416</b>	<b>100.0</b>	<b>100.0</b>

<sup>1</sup> Adjustments have been made for certain known changes after March 30, 2001.

<sup>2</sup> Bergman & Beving's Board of Directors decided in November 1999 to offer senior executives synthetic options with a lifetime of January 13, 2000 – January 13, 2003. Bergman & Beving entered into a share swap agreement with Handelsbanken for the purpose of hedging the price set for the options program and to thereby limit its impact on earnings. The number of underlying shares in the share swap contract is 500 000.

## Convertible debentures and options issued by Bergman & Beving

In the autumn of 1999 Bergman & Beving invited all employees to subscribe for convertible debentures, and invited senior executives to acquire synthetic options.

Following the spin-off of Addtech and Lagercrantz Group to the shareholders, the terms of the outstanding convertible debentures and synthetic options will be adjusted in accordance with the conditions applying to each financial instrument. The adjustments will be based on the prices at which Bergman & Beving, Addtech and Lagercrantz Group shares have traded during 25 trading days following the public listings of Addtech and Lagercrantz Group shares.

As a result of the spin-offs of Addtech and Lagercrantz Group, the remaining Bergman & Beving will have a structure and operating focus that differs from the

situation in the autumn of 1999 when employees and senior executives were invited to subscribe for convertible debentures and warrants. In addition, because a large percentage of the holders of debentures and synthetic options are employees of Addtech and Lagercrantz Group, the holdings of these individuals change from being parts of an incentive program and become pure financial investments.

Since the convertible subordinated debentures essentially no longer serve their purpose as an incentive program, the Board of Directors will propose that shareholders at the Annual General Meeting of Bergman & Beving AB resolve to offer to repurchase outstanding subordinated convertible debentures.

# Board of Directors, senior executives and auditors

## Bergman & Beving

### Board of Directors

**Tom Hedelius**, born 1939.

Chairman.

Director since 1982.

Doctor of Economy h.c.

Chairman of Svenska

Handelsbanken. Chairman of

Anders Sandrews Stiftelse and

Svenska le Carbone. Vice Chair-

man of Addtech AB, Telefon-

aktiebolaget L M Ericsson, AB

Industrivärden, Jan Wallanders och

Tom Hedelius Stiftelse and Lager-

crantz Group AB. Director of

Svenska Cellulosa AB SCA and

AB Volvo. Member of SAS

Assembly of Representatives.

Shareholding: 278 000 class A

shares, 5 400 class B shares.

**Pär Stenberg**, born 1931.

Vice Chairman.

Director since 1963.

Shareholding: 279 152 class A

shares, 1 049 922 class B shares.

**Anders Börjesson**, born 1948.

President and CEO until August 22, 2001.

Director since 1990.

Chairman of Addtech AB, Boom-

erang AB, Cibenon AB, Exertus

AB and Lagercrantz Group AB.

Shareholding (family): 293 000

class A shares, 20 500 class B

shares.

Synthetic options: 10 000.

Convertibles: SEK 50 000.

**Berit Axell Fredriksson**, born 1949.

Director since 2000.

Employees representative.

Shareholding: 168 class B shares.

Convertibles: SEK 70 000.

**Christer Jacobsson**, born 1944.

Director since 2000.

Director of CIA AB.

**Conny Kjellberg**, born 1945.

Director since 1996.

Employee representative.

Shareholding: 168 class B shares.

Convertibles: 150 000 SEK.

**Per-Olof Söderberg**, born 1955.

Director since 1996.

President and CEO of Dahl Inter-

national AB. Director of Martin

Olsson HAB, Oxigene Inc., Ratos

AB and Skandia Investment AB.

Shareholding (family): 11 300 class

B shares.

**Stefan Wigren**, born 1957.

Executive Vice President

February–August 2001.

President and CEO from

August 22, 2001.

Director since 2000. Director of

Mind AB and Teligent AB.

Shareholding: 15 000 class B

shares.

### Honorary member:

**Carl T. Säve**, born 1919.

Former President and Chairman.

Shareholding: 30 000 class A

shares, 973 982 class B shares.

The nomination committee for election of Board members consists of Tom Hedelius and Pär Stenberg.

### Senior Executives

**Anders Börjesson**, born 1948.

President and CEO until

August 22, 2001.

Member of Group Management

since 1979.

Shareholding (family): 293 000

class A shares, 20 500 class B

shares.

Synthetic options: 10 000.

Convertibles: SEK 50 000.

**Stefan Wigren**, born 1957.

Executive Vice President

February–August 2001. President

and CEO from August 22, 2001.

Secretary to the Board of Directors.

Member of Group Management

since 2001.

Shareholding: 15 000 class B

shares.

**Mats Björkman**, born 1958.

Executive Vice President, Chief

Financial Officer.

Member of Group Management

since 2001.

Shareholding (family): 7 600 class

B shares.

**Anders Engström**, born 1941.

Senior Vice President.

Member of Group Management

since 1994.

Shareholding: 680 class B shares.

Synthetic options: 10 000.

Convertibles: SEK 50 000.

### Auditors

**Thomas Thiel**, born 1947.

Authorized Public Accountant.

KPMG

The Company's auditor since 1997.

**George Pettersson**, born 1964.

Authorized Public Accountant.

KPMG

The Company's auditor since 1997.

### Deputy auditors

**Anders Ivdal**, born 1951.

Authorized Public Accountant.

KPMG

The Company's auditor since 1997.

**Magnus Jacobsson**, born 1958.

Authorized Public Accountant.

KPMG

The Company's auditor since 1997.

## Addtech

### Board of Directors

**Anders Börjesson**, born 1948.  
Chairman since 2001.  
President and CEO of Bergman & Beving until August 22, 2001.  
Chairman of Addtech AB, Boomerang AB, Cibenon AB, Exertus AB and Lagercrantz Group AB. Director of Bergman & Beving AB.

**Tom Hedelius**, born 1939.  
Vice Chairman since 2001.  
Doctor of Economy h.c.  
Chairman of Svenska Handelsbanken. Chairman of Anders Sandrews Stiftelse and Svenska le Carbone.  
Vice Chairman of Addtech AB, Telefonaktiebolaget L M Ericsson, AB Industrivärden, Jan Wallanders och Tom Hedelius Stiftelse and Lagercrantz Group AB. Director of Svenska Cellulosa AB SCA and AB Volvo. Member of SAS Assembly of Representatives.

**Urban Jansson**, born 1945.  
Director since 2001.  
Chairman of Perstorp AB and Profice AB. Director of Alstrom Corp., C Technologies AB, Pyrosequencing AB, SAS AB and SEB AB.

**Lars Spongberg**, born 1945.  
Director since 2001.  
Director of Aerocrine AB, Cibenon AB, Gyros AB, KOI AB, Munters AB, Provexa AB and in portfolio companies in Nordic Capital.

**Roger Bergqvist**, born 1948.  
Director since 2001.  
President of Addtech AB.

### Senior management

**Roger Bergqvist**, born 1948.  
See under Board of Directors.

**Kenneth Göransson**, born 1963.  
Executive Vice President and CFO of Addtech AB.  
Employed in Bergman & Beving Group since 1995.

**Johnny Öhman**, born 1939.  
Executive Vice President, Addtech AB.  
Employed in Bergman & Beving Group since 1971.

**Anders Claesson**, born 1956.  
Executive Vice President, Addtech AB.  
Employed in Bergman & Beving Group since 1982.

### Auditors

**Thomas Thiel**, born 1947.  
Authorized Public Accountant KPMG  
Auditor in Addtech since 2001.

**George Pettersson**, born 1964.  
Authorized Public Accountant KPMG  
Auditor in Addtech since 1997.

### Deputy auditors

**Joakim Thilstedt**, born 1967.  
Authorized Public Accountant KPMG  
Auditor in Addtech since 2001.

**Björn Sande**, born 1960.  
Authorized Public Accountant KPMG  
Auditor in Addtech since 2001.

## Lagercrantz Group

### Board of Directors

**Anders Börjesson**, born 1948.  
Chairman since 2001.  
President and CEO of Bergman & Beving.  
Chairman of Addtech AB, Boom-  
erang AB, Cibenon AB, Exertus  
AB and Lagercrantz Group AB.  
Director of Bergman & Beving AB.

**Tom Hedelius**, born 1939.  
Vice Chairman since 2001.  
Doctor of Economy h.c.  
Chairman of Svenska  
Handelsbanken. Chairman of  
Anders Sandrews Stiftelse and  
Svenska le Carbone. Vice Chair-  
man of Addtech AB, Telefonaktie-  
bolaget L M Ericsson, AB Industri-  
värden, Jan Wallanders och Tom  
Hedelius Stiftelse and Lagercrantz  
Group AB. Director of Svenska  
Cellulosa AB SCA and AB Volvo.  
Member of SAS Assembly of  
Representatives.

**Pirkko Alitalo**, born 1949.  
Director since 2001.  
Vice Chairman Foundation for  
Finnish Medical Research.  
Director of Svenska  
Handelsbanken.

**Lennart Sjölund**, born 1949.  
Director since 2001.  
Chairman of Jostra AB and  
ErySave AB.  
Director of Cerline System AB and  
Jolife AB.

**Jan Friis**, born 1948.  
Director since 2001.  
President of Lagercrantz Group AB.  
Chairman of Helge Lønhardt A/S.  
Senior positions in Bergman &  
Beving Group since 1984.

### Group Management

**Jan Friis**, born 1948.  
See under Board of Directors.

**Per Ikov**, born 1961.  
Executive Vice President, Chief  
Financial Officer.  
Senior positions in Bergman &  
Beving Group since 1986.

**Mattias Sonnenfeld**, born 1961.  
Executive Vice President.  
Senior positions in Bergman &  
Beving Group since 1989.

### Auditors

**Thomas Thiel**, born 1947.  
Authorized Public Accountant.  
KPMG  
Auditor in Lagercrantz Group since  
2001.

**George Pettersson**, born 1964.  
Authorized Public Accountant.  
KPMG  
Auditor in Lagercrantz Group since  
1997.

### Deputy Auditors

**Carin Rytøft Drangel**, born 1959.  
Authorized Public Accountant.  
KPMG  
Auditor in Lagercrantz Group since  
2001.

**Björn Sande**, born 1960.  
Authorized Public Accountant.  
KPMG  
Auditor in Lagercrantz Group since  
2001.

# Auditors' statement

In our capacity as auditors of Bergman & Beving AB, we have reviewed the description of Bergman & Beving in this information brochure and the pro forma financial information on pages 12–19.

The underlying documentation for the pro forma figures was the Bergman & Beving consolidated accounts.

Nothing has come to our attention during the review to indicate that the pro forma financial statements and the description of Bergman & Beving are not correctly reflected in this report.

Stockholm, July 10, 2001

**Thomas Thiel**  
Authorized Public Accountant

**George Pettersson**  
Authorized Public Accountant

## Definitions

**Net revenues** consist of company invoicing plus commission income from commission sales.

**Capital employed** pertains to total assets less non-interest-bearing liabilities and non-interest-bearing provisions.

**Net financial assets.** Liquid funds and financial assets, less interest-bearing liabilities and interest-bearing provisions.

**Operating cash flow.** Cash flow from current operations, excluding any interest, taxes and dividends, and cash flow attributable to investments in production resources.

**Profit margin.** Income after net financial items as a percentage of net revenues.

**Return on total capital.** Income after net financial items, plus financial expense as a percentage of total capital (balance sheet total), as of March 31, 2001.

**Return on capital employed.** Income after net financial items plus financial expense as a percentage of capital employed at end of the financial year, March 31, 2001.

**Return on shareholders' equity.** Income for the year as a percentage of shareholders' equity at the end of the financial year, March 31, 2001.

**Equity ratio.** Shareholders' equity as a percentage of balance sheet total.

**Earnings per share.** Income for the year divided by the weighted number of shares during the financial year.

**Shareholders' equity per share.** Shareholders' equity divided by the number of shares as of March 31, 2001.

*In the case of key ratios computed after full conversion of the convertible debenture loan, an adjustment has been made for reported interest expense on the convertible debenture loan. As regards income and cash-flow-based key ratios, the number of shares after full conversion has been calculated as the weighted average during the fiscal year.*

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