



Ortivus AB (publ) **Notice of Annual General Meeting of Shareholders**

The Annual General Meeting of shareholders will be held at 3 pm on Tuesday April 4, 2006, at Konferens Spårvagnshallarna, Birger Jarlsgatan 57 A, Stockholm.

Shareholders who wish to attend the Annual General Meeting must be entered in the register of shareholders maintained by VPC (The Swedish Securities Register Centre) by Tuesday, March 29, 2006, and notify their intention to attend the meeting to Ortivus AB, P.O. Box 713, SE-182 17 Täby, Sweden, telephone +46-8-446 45 00, telefax +46-8-446 45 09, e-mail info@ortivus.com, no later than 12 noon on Monday, March 31, 2006.

Notification should include the shareholder's name, personal identification or company registration number, shareholding, address, and telephone number.

Shareholders represented by proxy must submit their proxy together with the notice of participation. Those who represent a legal entity must present a copy of the relevant certificate of registration or equivalent authorization documents showing qualified signatories.

Shareholders whose shares are registered in the name of a nominee must temporarily register their shares in their own name in order to be entitled to participate at the Annual General Meeting. Such registration must be done no later than Wednesday March 29, 2006, and the nominee must be informed accordingly well in advance of the aforementioned date.

Proposal for Agenda

- § 1 Opening of the Meeting.
- § 2 Election of meeting chairman
- § 3 Preparation and approval of voting list
- § 4 Approval of agenda
- § 5 Election of one or two persons to check the minutes.
- § 6 Determination of compliance with the rules of convocation
- § 7 Presentation of the Annual Report and the consolidated financial statements.
- § 8 Statement by the President.
- § 9 Presentation of the Audit Report
- § 10 Resolution to approve the statement of income and balance sheet, as well as the consolidated financial statements.
- § 11 Resolution concerning allocation of the company's profit
- § 12 Discharge from liability for the Directors and the President.
- § 13 Report on the work of the nomination committee
- § 14 Determination of number of Directors and alternates
- § 15 Determination of Directors and Auditors' fees
- § 16 Election of Directors and alternates
- § 17 Issue of amendment to Articles of Association
- § 18 Approval of the Board of Directors' proposal to authorize the Board to issue up to 700,000 new class B shares, whereby share capital would increase by up to SEK 3,500,000. Shares may only be subscribed for in exchange for capital contributed in kind. This authorization shall remain in force until the next regularly scheduled Annual General Meeting.
- § 19 Resolution on issuing employee stock options in accordance with Ortivus AB 2005 Share Unit Plan ("The Plan") for 2006
- § 20 Appointment of nomination committee
- § 21 Adjournment of the meeting

Motions for resolution from the Board and the nomination committee

Item 2

The nomination committee proposes attorney Bertil Villard to chair the general meeting.

Item 11

The Board proposes that no dividend be paid for the 2005 financial year.

Items 14-16

The nomination committee proposes that the Board should consist of six ordinary members and no deputies.

The nomination committee's proposal for composition of the Board:

Re-election of Akbar Seddigh, Lennart Ribohn, Jack Forsgren, Jan Würtz and Laurent Leksell, and new election of Anna Söderblom.

Anna Söderblom is a PhD student at the Stockholm School of Economics. She has held management positions at Microsoft, Posten, the Swedish Industrial Development Fund and the Swedish Private Equity and Venture Capital Association (SVCA). Other directorships: Bong Ljungdahl and Readsoft.

Yvonne Mårtensson has declined re-election.

The nomination committee proposes that Akbar Seddigh be appointed Chairman of the Board.

The nomination committee proposes that as a working Chairman of the Board Akbar Seddigh shall be paid a fee of SEK 1,100,000. Other Directors shall be paid a fee of SEK 160,000 each, for a total of SEK 800,000.

The nomination committee proposes that remuneration to the auditors be based on time spent.

Item 17

The Board proposes that the Annual General Meeting resolve to amend the Articles of Association, in part to change the registered office, in part to adapt the Articles of Association to the new Companies Act (2005:551).

- § 2 should read as follows:
"The company has its registered office in the Danderyd municipality, AB County."
- Proposal to delete the sentence on determination of the share's par value (§ 5, first sentence) and replace it with the following sentence to constitute a separate first paragraph:
"The number of shares shall be a minimum of 6,000,000 and a maximum of 24,000,000."
- § 5 Proposal to amend the second, third and fourth paragraphs to expand preferential rights in a share issue to also include offset issues. Proposed change to the numbering of these paragraphs so that they comprise paragraphs three, four and five of § 5.
- Proposal for a new sixth paragraph to be inserted in § 5, stating that shareholders shall have corresponding preferential rights in cash issues and offset issues of warrants and convertibles.
- Proposal to omit the provision for the auditor's mandate period (§ 6 second paragraph).
- Proposal to amend the heading of § 7 to "Notification and Right to Attend the Annual General Meeting".
- Proposal to amend § 7, second paragraph, to state that notification of the meeting shall take place through advertising in the newspapers Post- och Inrikes Tidningar and in Svenska Dagbladet.
- Proposal for § 7, third paragraph to have the following wording:
"In order to be permitted to participate at the general meeting shareholders shall be included in writing or other presentation of the entire register of shareholders pertaining to conditions five weekdays before the general meeting, and shall notify the company no later than 4 pm on the day specified in the notification of the general meeting. This day may not be a Sunday, other general holiday, Saturday, Midsummer Eve, Christmas Eve, or New Year's Eve, nor may it fall earlier than the fifth weekday before the general meeting."
- Propose that the stipulation for the city for the Annual General Meeting (§ 8, first paragraph) be changed so that the Annual General Meeting is held in Danderyd or Stockholm.
- § 10 is proposed to have the following wording:
"The company's shares shall be registered in a CSD register in accordance with the Swedish Financial Instruments Accounts Act (1998:1479)."
- **The proposed change in wording in sections 6, 7 and 8 implies no change in the English translation of the Articles of Association.**

To be adopted, the above resolutions must be supported by shareholders with at least two thirds of both the specified votes and the shares represented at the general meeting.

Item 19

Ortivus AB 2005 Share Unit Plan was adopted at the 2005 Ortivus AB Annual General Meeting. The intention is that each year's grant shall be subject to the approval of the Annual General Meeting.

Earning employee options will be based on the fulfillment of collectively established performance goals. Upon attainment of these performance goals, these employee options will provide the possibility to acquire Class B shares in the Company on condition that the employee acquires a certain number of shares owned in the Company. The maturity of the options shall be a maximum

of 4 years from the date of issue. It shall be possible to exercise one third of the number of shares to which the options entitle the employee annually, as of May 1, beginning the year after the issue. The Board of Directors will determine the price per share that the employee will pay to receive shares on exercise of the option. The price will not be less than 110% of the market value of a Class B share in the Company at the time when the offering of the employee option is submitted to employees.

The options may not be transferred or pledged as security. If the option holder ceases to be employed by the Ortivus Group, that portion of the option that has not yet been exercised will be forfeited.

The main content of the proposal for resolution at the Annual General Meeting pertaining to the issue of promissory notes with detachable warrants to subscription of new shares can be seen in the Board's complete proposal for allocation pertaining to 2006 under the Ortivus AB (publ) 2005 Share Unit Plan.

The Board's proposal to issue warrants and approval of assignment of warrants

The Board proposes that the Annual General Meeting resolve that the Company shall issue a maximum of 221,667 warrants for subscription of new Class B shares in the Company. As a result thereof, the Company's share capital could rise by a maximum of SEK 1,108,335.

With waiver of the shareholders' preferential rights, the company's subsidiary Elementanalys-Analytica AB shall be entitled to subscribe for the debentures and warrants. The subsidiary shall have the right and obligation after subscription and at the request of employees for exercise of employee options issued by the Company, to fulfill the Company's obligations through transfer of the warrants to the portion of 166,667 warrants related to the employee option program.

The price at which subscription of a new Class B share shall be carried out will be 110% of the average closing price during the 10 trading days directly after the Annual General Meeting, but cannot be below the par value of the share.

Subscription of Class B shares based on the warrants, whereby one (1) warrant carries the right to subscribe for one (1) Class B share, can be carried out during the period from and including June 1, 2007 to and including July 31, 2009.

Subscription of warrants shall take place no later than May 30, 2006. No payment shall be made for the warrants.

The decision by the Meeting in accordance with the Board's proposal pursuant to this item requires that the Meeting's decision is supported by shareholders representing at least nine tenths of the votes cast as well as the shares represented at the Meeting.

Item 20

The current nomination committee proposes that Sture Hedlund be elected chairman of the new nomination committee. Members of the nomination committee shall be appointed through a procedure in which, before the end of the second quarter of the financial year, the Chairman of the Board contacts representatives for a minimum of three and a maximum of five of the biggest Class A and B shareholders at this point in time, who together with the Chairman of the Board and Sture Hedlund shall constitute the nomination committee and comply with the Code of Corporate Governance. The names of the members of the nomination committee will be announced as soon as they are appointed, though no later than six months before the next regular Annual General Meeting. The nomination committee's mandate shall remain in effect until a new nomination committee is appointed. If any of these major shareholders should sell their shares in the company before the nomination committee's mandate is fulfilled the member of the nomination committee, who was appointed by such shareholders, if the nomination committee so decides, shall be replaced by a representative for the shareholder which at this point in time is the biggest shareholder, after the other shareholders who are represented in the nomination committee. Should any of the members of the nomination committee cease to represent the shareholders that appointed him before the nomination committee's mandate has been completed, such member, if the nomination committee so decides, shall be replaced by a new member appointed by the shareholders in question.

The Annual Report for the 2005 Financial Year and the Board of Directors complete Proposal for resolutions according to Items 17 and 19, will be available at the company at the address Box 713, 182 17 Danderyd, and on the company's website www.ortivus.com, beginning on March 10 and sent to shareholders who request it and provide their mailing address.

Danderyd, February 2006
Ortivus AB (publ)
Board of Directors