INVITATION

The Procuritas and INSEAD 7th Seminar on Active Ownership in Public and Private Equity Markets
Thursday, January 23, 2003 at 12.45 – 18.00
Industrisalen, Näringslivets Hus • Storgatan 19 • Stockholm, Sweden • Tel. 46 8 783 83 33

The Procuritas and INSEAD yearly seminar on active ownership in public and private equity markets has become highly appreciated throughout Scandinavia’s financial sector, and last year’s seminar attracted more than 200 participants. The seminar forms a venue for discussing the active ownership concept from a broad perspective. An impressive number of prominent Swedish and international participants have contributed valuably over the years.

Once again it is our pleasure to invite you to attend an educational and entertaining afternoon seminar on active ownership issues on a broad, current and interesting level. Our aim is to bring together prominent speakers and an audience involved with corporate governance on a daily basis, in order to encourage a debate on active ownership, as well as to provide and share insightful views on this topic. Welcome!

This year’s seminar will pay special attention to topics such as

- Corrections of Imperfections in the Corporate World
- Consumers as an Evolving Power
- The EMU Membership Question
- The Ticking Demographic Bomb

Our distinguished list of speakers and panel-members includes

Ms. Ann-Christin Nykvist
Swedish Minister in Charge of Consumer Affairs

Mr. Peter Norman
Executive President, Seventh National Swedish Public Pension Fund

Mr. Bo Skarinder
Deputy Director General, Swedish National Economical Crimes Bureau

Mr. Anders Nyrén
CEO, Industrivärden

Mr. Tomas Nicolin
CEO, Third National Swedish Public Pension Fund

Mr. Gunnar Wetterberg
Head of Policy Department, Sacco

The conference will be conducted in Swedish with simultaneous interpretation into English.

We look forward to seeing you on January 23 at Näringslivets Hus.

Yours sincerely,

Hans Karlander
Managing Partner
Procuritas Partners

Philippe Haspeslagh
Professor
INSEAD
12.45 Registration and Coffee

13.15 The Private Equity Market in a Besieged Financial Market
Although times are uncertain, positive economic signs should not be ignored. Mr. Karlander will discuss the ramifications of the downturn in the economy for private equity, as well as introduce the 7th active ownership seminar.
Mr. Hans Karlander
Managing Partner, Procuritas Partners

13.30 Institutional Ownership with a Heritage
Industrivärden has been an active institutional owner in Sweden for close to 60 years. Mr. Nygren will introduce the topic of active ownership with the benefit of a long legacy.
Mr. Anders Nygren
CEO, Industrivärden

13.50 The Ticking Demographic Bomb
It is well known that the entire Western World is faced by problems caused by an aging population. However, few people are aware of the consequences of this and how it will affect every sector of the society, from the health sector to the financial sector. Moreover, there are few initiatives aimed at dealing with this demographic bomb. Mr. Wetterberg will explain the immediate and long-term effects of an aging Swedish population.
Mr. Gunnar Wetterberg
Head of Policy Department, Swedish Confederation of Professional Associations

14.20 Active Ownership Questions in the EU Commission
Investor and Industrivärden won the first round against the EU Commission concerning differentiated voting rights for shares. The EU Commission continues at a high pace its work within this area; there are numerous topics handled by the Commission that will have an immediate impact on active ownership. Few people are capable of delivering as broad and interesting an exposition of current topics in this area as Mr. Danell. He has followed these discussions closely onsite in Brussels for more than 10 years.
Mr. Georg Danell
Managing Partner, Knudt Brussels

14.45 Coffee Break at Café Procuritas – the Leading Coffee House in Central Stockholm

15.15 Consumers as an Evolving Power
With the increasing transparency of the global community and the increasing consumer awareness of corporate affairs, consumers are rapidly starting to influence how companies manage their affairs. As a consequence of this, consumers are faced with a larger responsibility for ethical and moral considerations, in the wake of the declining belief and faith in the ethics of the corporations. Ms. Nykvist, with her extensive experience of consumer and competition issues as the former Director-General of the Swedish Competition Authority and as the current Swedish Minister in charge of Consumer Affairs, will address the changing dynamics of the consumer-corporation relation, and will elaborate on the consequences of these.
Ms. Ann-Christin Nykvist
Swedish Minister in Charge of Consumer Affairs

15.45 Corrections of the Imperfections in the Corporate World
The mistrust of the corporate world is at a historical high, fuelled by large and questionable incentive programs, insider trading, auditing scandals, and other topics. Will attempts to resolve these issues lead to change? The program will focus on three selected areas within this topic.
Introduction
Mr. Mikael Ahlström
Chairman, Procuritas Partners
Moderator for the sounding boards and interviewer
Ms. Pernilla Ström
Journalist

• Use and Misuse of Incentive Programs
Many people believe in incentive programs as a means to motivate managers to enhance performance. However, the scale of some of these has appalled many over the last few years, and voices have been raised over the ineffectiveness in creating sustainable value, rather than as only a method for managers to enrich themselves.
Mr. Lars Krogsgaard
Senior Partner, Procuritas Partners

Ms. Carina Lundberg
Head of Corporate Governance, Folkbank
Mr. Tomas Nicolin
CEO, 3rd Swedish National Pension Fund

• Ethical Responsibilities of Institutional Owners
Over the last few years, the issue of ethical responsibilities of institutional owners has been discussed to an ever-increasing extent. Even if few question the importance of ethical ownership, there are different views on how far-reaching this should be and how it should be done.
Ms. Tonja Hirdman
Head of SRI, Banco
Mr. Peter Norman
Executive President, 7th Swedish National Pension Fund

• Insider Trading and Other Economical Crimes
Insider trading and other related crimes seem to be frequent in Sweden. However, very few of these lead to a conviction of the perpetrators, leaving them free to continue with questionable business. Mr. Skatinder, as a Swedish State Prosecutor, will be interviewed on this topic, discussing why the results have been so poor, and what should be done about this in the future.
Mr. Bo Skatinder
Swedish State Prosecutor and Deputy Director General, Swedish National Economic Crimes Bureau

16.45 EMU − yes or no?
Sweden will most likely hold a referendum on EMU membership in 2003. Proponents and opponents are already voicing their arguments in the media. However, it is difficult to fully overview the debate and the consequences of the membership, as the topic has an almost religious quality to it. By bringing together a prominent industry representative from each side, the standpoints of both the sides will be clarified.
Mr. Björn Andersson
CEO, Danske Sverige AB
Mr. P-O Eriksson
Former CEO, Sandberg

Mr. Sigfrid Leijonhufvud, moderator
Journalist

17.15 Sum-up of the seminar
Mr. Haspeslagh, one of Europe’s most distinguished academics on the topic of corporate governance, will draw conclusions from the seminar’s speeches and discussions and outline possible future developments.
Mr. Philippe Haspeslagh
Professor, INSEAD, and Partner of Procuritas

After the seminar we invite speakers and audience to continue the discussion over cocktails.
The Procuritas and INSEAD 7th Seminar on Active Ownership

Mikael Ahlström
Mr. Ahlström is Chairman of Procuritas. In 1985, he received Dr. Marcus Wallenberg’s Award for Studies within International Industrial Enterprises. Procuritas, which he established in 1986, pioneered the concept of management buyouts (MBO) in the Scandinavian market. Mr. Ahlström is a board member of several private companies and a member of INSEAD’s Swedish Council. He holds an MBA from INSEAD.

Björn Andersson
Mr. Andersson is CEO of Duro Sweden and the Deputy Chairman of the Confederation of Swedish Enterprise. Moreover, Mr. Andersson is the Chairman of the Small-Medium Enterprises Committee of the Confederation of Swedish Enterprise. Mr. Andersson has been CEO of a number of mid-sized Swedish enterprises. He holds an LL.M.

Georg Danell
Mr. Danell is Managing Partnership of Knab Brussels, one of the largest communication consultants in Europe. Between 1979 and 1981, he served as Cabinet Minister at the Swedish Ministry of Housing. Mr. Danell has a history as Secretary General of the Swedish Moderate Party between 1981 and 1986, and as a Member of the Swedish Parliament between 1974 and 1981, as well as Communication Director of Nordstjernan AB between 1989 and 1991. Furthermore, he is a board member of a number of companies, including Vaskronan.

P-O Eriksson
Mr. Eriksson is the former CEO of Sandvik. He is a board member of several Swedish companies, including SAPA, Volvo, Assa Abloy, Sandvik, Skanska and SSAB. He holds an M.Sc. in Engineering.

Philippe Haspeslagh
Mr. Haspeslagh is Professor in Business Policy at INSEAD, where he directs the Mergers and Acquisitions Program. During 1996 and 1997 he served as Director of the Cabinet of the Belgian Minister of Small- and Medium-Sized Enterprises and Agriculture. He is a Partner of Procuritas, as well as a consultant on acquisitions and corporate strategy to several international companies. He holds a DBA from Harvard Business School.

Tonika Hirdman
Ms. Hirdman is head of Socially Responsible Investing (SRI) at Banco. Previously, she worked for the Swedish Ministry for Foreign Affairs, within various fields. She holds an M.Sc. in Business Administration and Economics from the University of Uppsala.

Hans Karlander
Mr. Karlander is Managing Partner of Procuritas since 1995. He holds an M.Sc. in Economics and Business Administration from the Stockholm School of Economics. Mr. Karlander has held various positions in AB ElectroLux and IndustriFinans AB, and was Executive Vice President of Swedbank in 1989-1992. In 1992-1994, he served as Under-Secretary of State at the Swedish Ministry of Industry and Commerce. Mr. Karlander is or has been a board member of several private and public companies.

Lars Krogsgaard
Mr. Krogsgaard is Senior Partner of Procuritas and heads the Copenhagen office. Mr. Krogsgaard is a board member of a number of Swedish and Danish companies. Mr. Krogsgaard has an MBA from Stern School of Business and a B.Sc. from Copenhagen Business School.

Carina Lundberg
Ms. Lundberg is in charge of corporate governance issues at Folkhem. Previously, she was CEO of KPA Fonder. Before that, Ms. Lundberg was working as a Director at various banks. She holds a degree in Political Science.

Sigfrid Leijonhufvud
Mr. Leijonhufvud is one of Sweden’s most prominent writers on economic and political issues. Mr. Leijonhufvud holds a BA in Political Science and Economics from Stockholm University. He has previously worked at Sveriges Radio, Dagence Nyheter and Expressen. In 1988, he joined Svenska Dagbladet, where he later became a senior reporter and commentator on economic and political affairs. In 2001, he took his current position as Editor at the Institute for Media Studies.

Tomas Nicolin
Mr. Nicolin is CEO of the Third National Swedish Pension Fund (AP3), which manages buffer fund capital in the Swedish public pension system. Previous positions include Head of Handelsbanken Markets Asset Management, CEO of Öhman Fonderkommission and Chairman of the Swedish Securities Dealers Association. He holds an M.Sc. in Management from the Sloan School of Management of MIT and an M.Sc. in Economics and Business Administration from the Stockholm School of Economics.

Peter Norman
Mr. Norman is the Executive President of the Seventh Swedish National Pension Fund, which manages pension assets of the Swedish people. Previous positions include CEO of Alfred Berg Asset Management, CEO of Alfred Berg Transferator, Director at Sveriges Riksbank, the Central Bank of Sweden, as head of Monetary and Exchange Rate Policy Department, and Chief Economist at Alfred Berg Transferator.

Ann-Christin Nykvist
Ms. Nykvist is the Minister of Agriculture, Food and Fisheries, with responsibilities including Consumer Affairs. Ms. Nykvist has held various official positions in Swedish public service. During 1999-2002, Ms. Nykvist was Director-General at the Swedish Competition Authority, and between 1996 and 1999, she was Under-Secretary of State at the Ministry of Culture. Before that, Ms. Nykvist was Director at the Swedish Ministry of Industry and Commerce.

Anders Nygren
Mr. Nygren is CEO of Industrivärden and former CFO of Skanska. He is a board member of a number of large Swedish companies, including Sveriges Handelsbanken, SCA, Sandvik and Skanska.

Bo Skarinder
Mr. Skarinder is a Swedish State Prosecutor and Deputy Director General of the Swedish National Economic Crimes Bureau, responsible for economical crimes related to the financial market. Mr. Skarinder is well known for his vigil against economical crimes and his criticism of the current legislation within the area.

Pernilla Ström
Ms. Ström is a columnist and debater. Previously, she was writing editorials for Dagens Nyheter, Sweden’s largest daily newspaper. Ms. Ström also has a background as Chief Economist at Öhman and as CEO of Blockbid. She is also a board member of several Swedish companies.

Gunnar Wetterberg
Mr. Wetterberg is Head of Policy Department of the Swedish Confederation of Professional Associations (SACO). Before that, he was Director at the Swedish Association of Local Authorities, in charge of economic affairs and labor relations. Previously, Mr. Wetterberg has also been Assistant Under-Secretary at the Ministry of Finance. Mr. Wetterberg has also published a number of books on a wide range of subjects.
Procuritas Partners

Procuritas was established in 1986 and specializes in initiating, structuring, and financing Scandinavian buyouts. Procuritas arranged the first two Scandinavian buyouts of listed companies, and has been a leading player in the region for 16 years. Procuritas has 17 employees and offices in Stockholm and Copenhagen.

Procuritas Partners manages two private equity funds and is in the process of closing a third. The first fund, Procuritas MBO Invest Consortium (PMIC), was established in 1990 with a committed capital of SEK 254 million and was one of the first funds with the sole objective of investing in Scandinavian buyouts. Seven companies have been acquired and so far, PMIC has generated a return of SEK 1054 million on the SEK 122 million invested, translating into an annual compounded return to PMIC exceeding 100%.

The second fund, Procuritas Capital Partners II (PCPII) was launched in 1997 and has committed capital close to SEK 1 billion, allowing it to participate in buyouts of significant size. Investments include CityMail Sweden AB, Nordic Specialist Group, Sanda Projekt AB, Bravida ASA and Axenti A/S. Among the PCP II investors are Lånsförsäkringar, Nordea, Finnish insurance groups Sampo and Pohjola, US telco Verizon, Pomona Capital and the State of Kuwait.

Procuritas is well on its way to close its third fund, Procuritas Capital Investors III (PCI III), with a committed capital target of EUR 300 million.

Creating value in all stages of an investment through close co-operation with management, Procuritas is an excellent option for institutional investors who view active ownership as a prerequisite for good returns.

For more information, please visit our web site www.procuritas.se

INSEAD

INSEAD has campuses in Fontainebleau, France and in Singapore and is the largest business school in Europe. It was rated number one in Europe and number two in the world by Financial Times in 2001.

It is one of the few business schools that are genuinely international, maintaining a pioneering role in a range of transnational and cross-cultural issues applicable to management. INSEAD offers an extensive executive development program with over five thousand participants representing over seventy countries, a ten-month MBA program, as well as Ph.D. and Research Development Programs. The Institute’s faculty consists of more than 150 full-time professors.

Among the many research programs initiated by INSEAD, the Institute operates a special program on Corporate Governance.

To ensure that INSEAD’s goals and strategies are well directed and implemented, the Institute has four advising bodies: The Board of Directors, The International Council, the Advisory Committee on Management Education (ACME), and the INSEAD Alumni Association.

The INSEAD Swedish Council, which forms a part of the INSEAD International Council, acts as a special channel of communication between the Swedish corporate sector and the Institute. The Council promotes the profile of INSEAD in Sweden, counsels and supports the Institute, and enhances INSEAD’s financial development through support from corporations, individuals, and foundations.

For more information, please visit our web site www.insead.fr