

**Proposal for decision by the Annual General Meeting of Active Biotech AB (publ)  
on April 21, 2005 authorizing the Board to decide on new share issues**

The Board proposes that the Annual General Meeting authorize the Board to decide on one or more occasions during the period up to the next Annual General Meeting to increase in the company's share capital by at most SEK 60,000,000 through the issue of a total of not more than 6,000,000 new shares, with or without preferential rights for existing shareholders to participate in the issue, and with or without stipulations regarding payment in kind, set-off or other conditions stated in Chapter 4 Section 6 of the Swedish Companies Act.

In the event that the Board uses the authority conferred upon it to decide on an issue of shares without preferential rights for the shareholders, the issue price shall, in each case, be set as close to the market price as possible, with only such deviation as the Board deems necessary to successfully complete the issue in question.

**Dilution effects**

In the event that the Board uses the authorization in its entirety, this will result in a dilution effect corresponding to approximately 15.1 percent of the share capital. Following exercise also of all existing employee stock options and conversion of all outstanding convertible debentures, the dilution effect will instead correspond to approximately 13.4 percent of the share capital. The dilution effect has been calculated as the amount of additional shares upon use of the authorization in its entirety divided by the total number of shares thereafter.

**Reasons for the proposal**

The purpose of the authorization is to facilitate the financing, commercialization and development of the company's projects and to provide flexibility in commercial partnership negotiations.

**Majority requirement**

A decision in accordance with the proposal requires the support of shareholders representing at least two thirds of both the shares represented at the Annual General Meeting and of the votes cast.

Lund, April 7, 2005  
Active Biotech AB (publ)  
*The Board*