

**AB Novestra**  
**Annual Report 2010**

**NOVESTRA**



For a few years, Novestra has only printed a limited edition of the annual report, due to cost and effect on the environment. The printed annual report will only be sent to those who request it. This year, we have printed the annual report on climate compensated paper. At the same time, we have introduced an online reader-friendly version of the annual report. We ask the readers to primarily use the online version of the report, and we will give a contribution to WWF for each annual report that is read online.

Design and production: Lupo Design.

## **Annual Report 2010**

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## **This is Novestra**

### **Background, Business concept**

### **Vision & Objectives**

### **Long-term owner responsibility**

**Novestra is an independent investment company with a number of investments in private and public growth companies. In addition, Novestra can during certain periods have a few small short-term investments in publicly listed companies that are deemed to have substantial growth or value potential.**

**The Novestra share is listed on the Nasdaq OMX Stockholm, under the symbol NOVE, in the Small Cap section.**

#### **Background**

Novestra was founded in 1997 by amongst others Theodor Dalenson, who is Chairman of the Board of Directors. During the first few years Novestra primarily invested in private companies who were at an early stage. Through focus and long-sightedness Novestra has developed these companies and built up a very interesting portfolio of growth companies. The companies Novestra invested in during the first few years make up the lion's part of today's portfolio.

#### **Business concept**

As an independent investment company, Novestra shall invest in private as well as public companies, with substantial growth potential or where other circumstances could lead to a significant performance.

#### **Vision**

Novestra believes that it can optimize the return on its investments by being an active investor and through participation in the business development process of each individual company. By limiting the number

of investments, Novestra expects to be able to be an active investor without having a large organization.

#### **Objectives**

Novestra's objective is to optimize the shareholders' long-term return by focusing on opportunities in small and medium sized companies without the risk-taking that comes with a too narrow focus. Shareholders shall benefit through the performance of the Novestra share as well as through dividends once the company exits holdings and realises value. From a fiscal perspective, Novestra is an investment company and its tax efficient structure can offer major investors investment opportunities in small and medium sized companies where they otherwise would not be able to participate.

#### **Long-term owner responsibility**

Novestra's objective, as an active investor is to create the best possible prerequisites for the portfolio companies' development and therefore create value for the shareholders. Novestra actively participates in the

portfolio companies' Board of Directors, with at least one representative, as well as supporting their management teams in various situations. Through working long-term and towards common goals the portfolio companies, together with Novestra can develop and improve the prerequisites to reach growth and create a long-term earning capacity.

## The year in brief

**The group's earnings amounted to MSEK -5.3 (43.0), corresponding to SEK -0.14 (1.16) per share. Shareholders' equity as at December 31, 2010 amounted to MSEK 368.9 (374.1), corresponding to SEK 9.92 (10.06) per share. Cash and cash equivalents including holdings in listed companies amounted to MSEK 77.4 (76.5). The weakening of the US Dollar and the Euro negatively affected the 2010 result by MSEK -19. The decrease in share price in the WeSC share during the end of 2010 affected the result in the fourth quarter by MSEK -27.**

### Significant events during the year

The portfolio companies continued to develop well during 2010.

#### *Portfolio companies:*

**Explorica** reached sales amounting to approximately MSEK 409, with an EBITDA result of approximately MSEK 23 for the financial year 2009/2010, which ended on August 31 2010. For the current financial year 2010/2011 a growth of approximately 15 percent with sales of approximately MSEK 470 is expected. The company historically has shown strong growth and expects to continue to deliver growth numbers during the coming years. Liquidity at the start of the current financial year amounted to over MSEK 50.

**MyPublisher's** focus during the last two years has been on increasing the company's margins and thereby increasing profitability during the last two years. The strategy succeeded and sales of approximately MSEK 199 were reached during 2010, with a growth of approximately 7 percent. The company's EBITDA margin increased during the year from 14 percent to 17 percent. For 2011, the company expects further improved margins and growth in sales of approximately 23 percent, amounting to sales of approximately MSEK 240. The company has a strong balance sheet and distributed dividends totaling approximately MSEK 14 to its shareholders during 2010, of which MSEK 3.3 was to Novestra.

**Qbranch** experienced longer sales cycles during the first six months of 2010 which led to the expected growth not occurring and sales for 2010 amounted

to approximately MSEK 412. In comparison to the first half of 2010 the second half of the year was very strong sales wise, with several new contracts. The company is very optimistic for 2011. During 2010 Qbranch distributed MSEK 20 of which approximately MSEK 4.7 to Novestra. During September, Qbranch announced that the company is aiming for a listing on Nasdaq OMX Stockholm during 2011.

**Strax** sales for 2010 amounted to approximately MSEK 485 with a growth of 8 percent and a significantly stronger profitability than previously. In Sweden, Strax own brand Xqisit™ can be found in the stores of Telia, Tre and The Phone House. During the year Strax has been successful with its own brand sales which have resulted in higher gross margins. The positive development in the company has enabled a refinancing during 2010, whereby not only liquidity improved, but also a considerable strengthening of the balance sheet. The refinancing enabled Novestra to increase its ownership to 25 percent, with an option to increase to 32 percent. In connection with the refinancing Novestra guaranteed MEUR 1 of the total financing of MEUR 10.

**Netsurvey** signed several new three year contracts during 2010 which resulted in sales increasing to MSEK 28, corresponding to a growth of 14 percent with satisfying margins. 2011 has started very well and growth is expected to continue during the coming years. During 2010 the company distributed MSEK 3 to its shareholders, of which MSEK 1.3 for Novestra. The company is reviewing its strategic opportunities and has engaged a financial advisor.

**WeSC's** sales for the first nine months of the split financial year 2010/2011 (May 2010 -Jan 2011) amounted to MSEK 322 which corresponds to an increase of 16 percent compared to the same period the previous year. The Annual General Meeting in September decided on a redemption procedure whereby SEK 5 per share would be distributed to the shareholders in October, which corresponds to approximately MSEK 4 for Novestra who own approximately 11 percent in WeSC, prior to distribution of part of the holding which was made after the end of the period.

**Diino** launched an entirely new technical platform during 2009, offering improved functionality and increased speed as well as a modified payment model for users which increased revenue for the company. During 2010 contracts were signed with Moderna Försäkringar, the Danish company ComX and also with one of Europe's largest telecom operators. Sales for 2010 amounted to approximately MSEK 5. Diino is currently involved in several very interesting negotiations. The company's goal is to achieve profitability during 2011.

#### ***Dividends and distributions***

During 2010 Novestra received dividends from My-Publisher amounting to MSEK 3.3, Qbranch MSEK 4.7 and Netsurvey MSEK 1.3 In addition, Novestra received MSE 4.0 through a redemption procedure in WeSC. In total, received dividends and distributions received amounted to approximately MSEK 13.4 (18.1).

#### ***Distribution of shares in WeSC to Novestras shareholders***

The Extraordinary General Meeting, held December 22, 2010, resolved on a distribution of 371 879 shares in WeSC. The distribution was carried out through a mandatory redemption procedure, with the shares in WeSC distributed to Novestras shareholders on February 11, 2011. The distribution corresponded to a value of MSEK 34. This distribution included, Novestra will have distributed a total of MSEK 331 to the shareholders during the last six years, corresponding to SEK 8.9 per share. A return of approximately 234 percent since 2002, or an annual return of 14.4.

## Chairman's commentary

### Theodor Dalenson

2010 was a year of stabilization and recovery for the global financial markets and the world economy. Many companies put effort into improving their balance sheets to secure that they are well positioned to handle future economic fluctuations and the more or less constant state of apprehension in the global financial markets.

We have also seen indebted countries forced to implement unpopular savings programs, in the face of violent protests, in an attempt to overcome deficits. What has happened in recent years in the global economy is that countries and regions have become more and more dependent on each other for stability in their local economies. Apprehension and lack of raw material supply impacts price and availability in other countries, which may lead to disruptions in production, unemployment and other problems.

There is no doubt that we will be seeing a long period of turmoil on the world's financial markets due to disruptions in supplies. Additional problems will also arise due to heightened political unrest and because many countries have major debt problems that will be extremely costly at higher interest rates, which could lead to economic and social unrest.

In the Nordic region, we can be happy that both political and economic stability is likely to continue for a longer period. The central government finances of the Nordic countries are in good order and the social systems are both well-developed and well-functioning, which is probably one of the ingredients that has led to and may continue to lead to continued strong growth.

Despite good prospects, it is important for Swedish and Nordic investors to stay tuned in to what is going on in the outside world. Many Swedish companies are extremely dependent on exports and even those primarily active in the Swedish and Nordic markets are dependent on foreign companies' appetite for acquisitions in order to secure a good return on investment for shareholders.

If we look at smaller companies, those with under a billion Swedish Kronor in sales, it can be said that interest in this market has waned somewhat in recent times as interest in early-stage investments has decreased markedly. This development has naturally been a cause for concern for Novestra. However, we have a major advantage in that several of the companies in our portfolio have been generating significant turnover, growth and profitability for a couple of years.

**”The fact that our portfolio companies have developed so well and that five of our seven holdings generate sales between MSEK 200 to MSEK 500 means that opportunities for finding attractive divestment opportunities are still strong despite the general waning interest in this size of company.”**

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The fact that our portfolio company has developed so well and that five of our seven holdings generate sales between MSEK 200 to MSEK 500 means that opportunities for finding attractive divestment opportunities are still strong despite the general waning interest in this size of company. What also inspires confidence is that the majority of the companies in our portfolio have no capital requirements. Many of them have also distributed significant dividends in recent years. In 2010, the dividends received by Novestra amounted to around MSEK 13,4 million. All in all, the prospects for continued value creation remain good as most companies in the portfolio continue to generate strong cash flows beyond what is needed to fund their continued growth.



## Managing Director's comments

### Johan Heijbel

**“From a business perspective, the outlook for 2011 is very positive for all our portfolio companies. With advanced stage listing plans and ongoing strategic discussions, 2011 promises to be an exciting year – a year in which I am confident we will be able to visualize some of the value in our portfolio.”**

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#### **Novestra and our portfolio companies stand strong despite apprehension on the world's markets**

All of us linked to Novestra in some way or another, whether as a shareholder, board member, or employee, are part of something unique – an excellent portfolio of companies! Companies that in turn consist of 886 exceptional employees, sales exceeding SEK 1.9 billion and a combined EBITDA of around SEK 160 million for 2010. And all of this in a pretty difficult year. A year in which all our companies were impacted by the general economic situation and several of our companies individually experienced major effects from sharply fluctuating currencies. And most of all, this has been a year in which our reported sales and results were 15 percent lower in Swedish kronor than they would have been at the exchange rate of two years ago.

As before, our portfolio companies have done extremely well under the circumstances, thanks to structured and focused work. We stayed on track and have created even stronger companies for the future, with even better prospects for growth.

**Explorica** was challenged by the weak economic development in the U.S., affecting the general willingness and ability to travel among our important

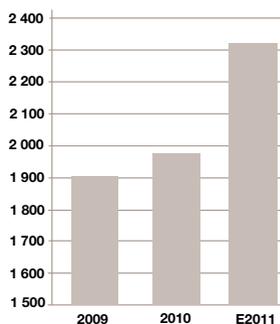
U.S. customer base. This was further exacerbated by the weak U.S. dollar making international trips even more costly. Despite this, the company managed to achieve sales of MSEK 409, with an EBITDA result exceeding MSEK 23 for the financial year 2009/10. Growth of around 14 percent is expected for the 2010/11 financial year.

**MyPublisher** further reinforced its organization with a couple of key personnel in marketing and IT. From an IT perspective, the company's services are now completely web-based, making it easier for the customer and more cost-efficient for the company. Sales for 2010 amounted to MSEK 199 with an EBITDA result of MSEK 34. The company expects a growth rate of around 23 percent for 2011, with an improved EBITDA margin.

**Strax** completed a long period of restructuring in 2010, while strengthening the balance sheet and securing capital needs through refinancing. Business developed very strongly over the past year with the launch of the company's own brands and has substantially improved profitability. Sales amounted to MSEK 485 in 2010, with an EBITDA result of MSEK 26. The company expects around a 20 percent growth in 2011, with further improvements in profitability.

### Combined sales in the portfolio companies

MSEK



**Diino** had a breakthrough on the system side marked by the first sale of a complete system to one of Europe's leading telecom operators, while growth on the paying private customer side for online services was up 62 percent. During the year, operations were split into two companies, one for online services and one for system deliveries. The EBITDA results for 2010 were negative at MSEK -10. Diino's goal is to achieve a positive cash flow in 2011.

**Netsurvey** has increased its focus on growth, while evaluating a number of strategic opportunities during the year. Sales amounted to MSEK 28 in 2010, with an EBITDA result of MSEK 2. The company expects a growth rate of 10-15 percent for 2011 and will continue to explore strategic alternatives, looking into either finding a suitable exit strategy or broadening the revenue base of the company.

**Qbranch** observed apprehension due to the economic situation in the first half of 2010 in the form of longer sales cycles and fewer signed orders than expected. However, the second half of 2010 was the strongest in company history in terms of orders, giving full effect from 2011 and onwards. Sales in 2010 amounted to MSEK 412, with an EBITDA result of MSEK 22. The outlook for 2011 is very positive and growth is expected to reach 15 percent with

profitability improving substantially. Qbranch announced its plans to list the company in 2011.

One of the companies that most clearly noticed the appreciation of the Swedish krona in 2010 and early 2011 was **WeSC**. At the end of the third quarter, January 31, 2011, sales growth in local currencies was 25 percent, corresponding to 16 percent in Swedish kronor. WeSC announced its intention to change its stock exchange listing in 2011 to NASDAQ OMX Stockholm, Small Cap.

Novestra's portfolio companies have strong balance sheets and generate strong cash flows. In 2010, Novestra received a total of MSEK 13.4 in dividends and distributions from portfolio companies.

#### A new exciting year

From a business perspective, the outlook for 2011 is very positive for all our portfolio companies. With advanced stage listing plans and ongoing strategic discussions, 2011 promises to be an exciting year – a year in which I am confident that we will be able to visualize some of the value in our portfolio.





## Novestras holdings

### Novestra's portfolio companies

Novestra's investments comprise small to mid-sized private and public growth companies. At December 31, 2010 the value of Novestra's investments totaled MSEK 432. Privately held portfolio companies accounted for 83 percent of Novestra's total investment, compared to 84 percent last year. Of these, MSEK 228 or 53 percent were attributable to companies domiciled outside Sweden.

The majority of Novestra's investment in private portfolio companies was made about ten years ago. Overall, the portfolio has shown good profit and sales growth in recent years and is expected to continue to develop over the next few years.

### EBITDA MSEK 2010

<b>Explorica</b>	<b>23</b>
<b>MyPublisher</b>	<b>34</b>
<b>Strax</b>	<b>26</b>
<b>Diino</b>	<b>-11</b>
<b>Netsurvey</b>	<b>2</b>
<b>Qbranch</b>	<b>22</b>
<b>WeSC</b>	<b>63</b>







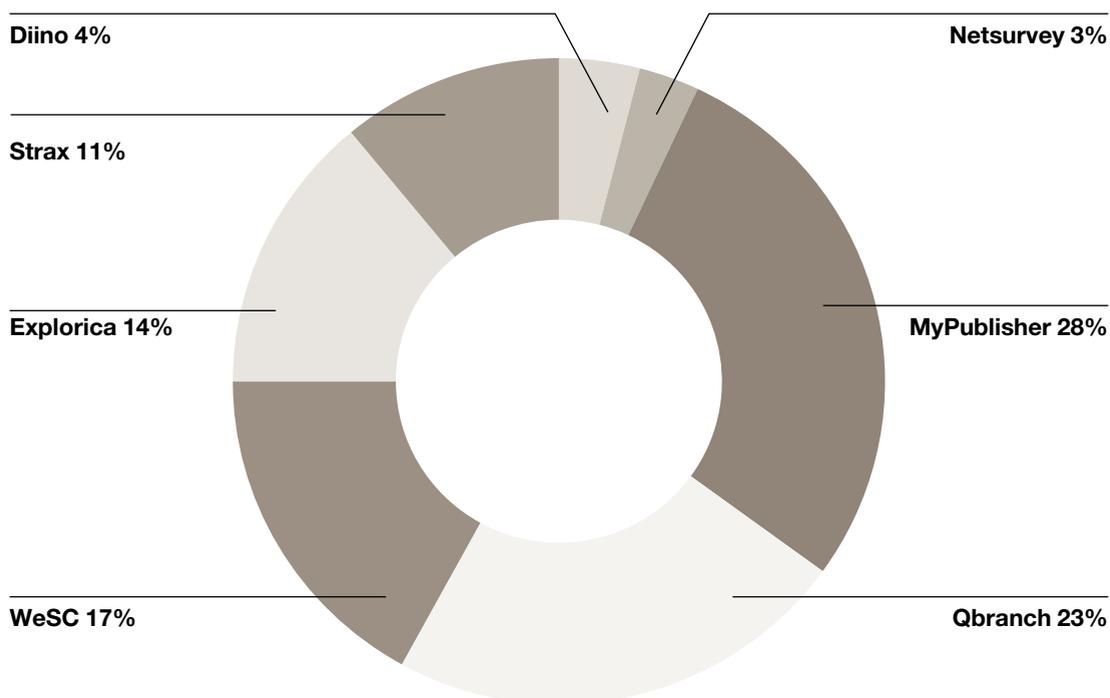


**Novestras holdings as at December 31, 2010**

Holdings	Ownership, % <sup>1)</sup>	Sales 2010, MSEK	EBITDA 2010, MSEK	Carrying value, MSEK	Market value corresponding to 100%, MSEK <sup>2)</sup>
<b>USA</b>					
Explorica <sup>3)</sup>	14.8%	409	23	59	434
MyPublisher	24.3%	199	34	123	507
<b>Germany</b>					
Strax <sup>4)</sup>	25.0%	485	26	46	184
<b>Sweden</b>					
Diino	46.7%	5	-10	19	41
Netsurvey	45.3%	28	2	11	25
Qbranch	23.3%	412	22	100	428
WeSC <sup>5)</sup>	10.9% <sup>6)</sup>	367	63	73	672
Other				1	n/a
<b>Total</b>				<b>432</b>	

1) Ownership after eventual dilution and utilization of options. 2) Calculated market value after dilution. 3) 2009/2010 which ended in August 2010. 4) Issue of shares in connection with refinancing under registration. Ownership 25 percent after issue, with option to increase to 32 percent. 5) 2009/2010 which ended April 2010. 6) Prior to distribution of shares in WeSC to Novestras shareholders. After distribution ownership amounts to approximately 5.9 percent.

**Distribution of carrying value 2010**



www.explorica.com

# Explorica /USA

## Background

Explorica is an operator of educational and student travel. The company was founded in 2000 by a team with extensive experience in the travel industry, in particular in educational travel. The company is headquartered in Boston, with operations in the U.S., Canada, China, the U.K. and Mexico. Novestra invested in Explorica in spring 2002 and has since then been represented on the company's Board of Directors.

## Operations and market

Explorica specializes in arranging educational travel for students in collaboration with teachers and schools. In the U.S. and Canada, which are the company's largest markets, Explorica offers both domestic and international travel primarily to Europe. The majority of travel programs are sold eight to twelve months prior to the actual travel date, giving the company a good overview of future business volumes. In addition, Explorica has embarked on successful establishment in China

Explorica has developed a proprietary online system for booking and management of travel, making travel education more accessible, flexible and cost effective. Teachers and students are able to customize their travel plans online in a detailed manner via the portal. Tours can be adapted to the group's preferences and desired price range by adding or deleting activities or upgrading meals and accommodation.

Explorica estimates its market share to be around 15 percent. In 2010, some 40,000 students in the age group 13-18 travelled with Explorica and since the company was established approximately 250,000 students have travelled with the company. Explorica's main competitors today are ACIS, CHA, EF, and NETC.

## Financial performance

Explorica has grown rapidly since the start in 2000 and has established itself as one of the leading operators in the North American student travel market. Explorica's sales for the financial year 2009/2010, which ended on August 31, 2010, amounted to approximately MSEK 409, with an EBITDA result in excess of MSEK 23. Sales are almost completed for the 2010/2011 season and are showing a growth rate of around 15 percent. Sales for the 2011/2012 season show that the market situation in North America has improved, while competition is becoming increasingly tougher.

## Ownership structure

Explorica's largest shareholders, apart from Novestra, are Tremont Investments and Explorica's management team.

Investment facts <sup>1)</sup>	E2010/11 <sup>2)</sup>	2009/10	2008/09	2007/08	2006/07	2005/06	2004/05	2003/04	2002/03	2001/02
Sales, MSEK <sup>3)</sup>	470	409	452	440	446	369	287	197	134	65
Growth in sales	15%	-9%	3%	-1%	21%	29%	46%	47%	104%	0,5
EBITDA, MSEK <sup>3)</sup>	35	23	39	5	12	-1	-9	-11	-18	-23
EBITDA margin	7%	6%	9%	1%	3%	0%	neg	neg	neg	neg

## Novestra

Carried value <sup>4)</sup> , MSEK	58.9
Ownership after dilution and exercise of options	14.8%
Market cap (100%) based on carried value, MSEK	434

1) Financial year relates to September 1 - August 31

2) Novestras estimate

3) USD/SEK = 6.71

4) Shares and warrants



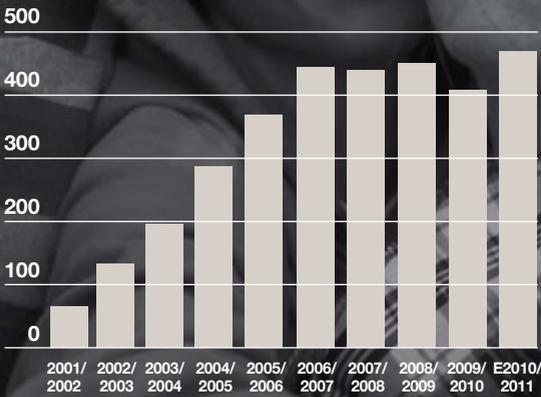
**Board representation**  
**Number of employees**  
**Cash flow**  
**Chairman, CEO and founder**

**Yes**  
**135**  
**Positive**  
**Olle olsson**

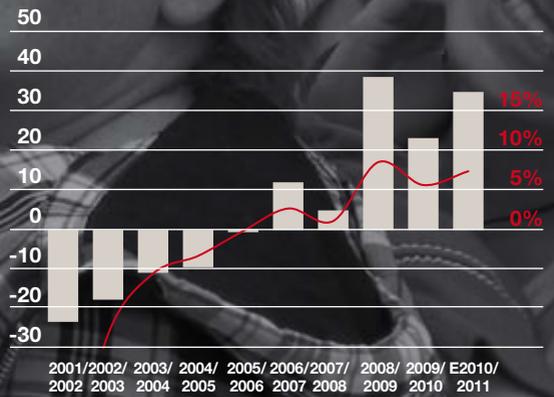
“The market situation looks significantly better than it did 12 months ago and sales for 2010/2011, which are almost completed, are showing approximately 15 percent growth. Sales for the coming year, the 2011/2012 season, are off to a strong start. However, we are aware of the impact that fluctuations in the U.S. dollar may have on large group travel from the U.S.”

**OLLE OLSSON, CEO, EXPLORICA**

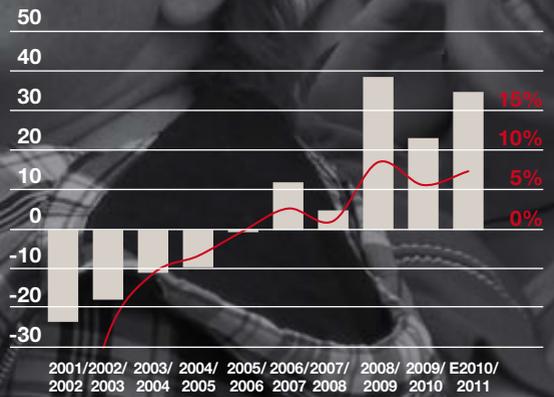
**Sales**  
**MSEK**



**EBITDA**  
**MSEK**



**EBITDA margin**  
**%**



[www.mypublisher.com](http://www.mypublisher.com)

# MyPublisher /USA

## Background

MyPublisher gives customers the opportunity to create personalized photo books with pictures and texts via the internet. The company was founded in 2004 by Carl Navarre, Jr., who has extensive experience in the printing industry. MyPublisher is headquartered in New York and has an in-house production facility in Valhalla, New Jersey. Novestra invested in MyPublisher in 1999 and has since then been represented on the company's Board of Directors.

## Operations and market

MyPublisher offers a service enabling customers to organize their digital photos, add texts and design personal photo books. MyPublisher also offers personalized calendars, congratulation cards and presentations, which are available in bound hard-cover or pocketbook styles. Most products are produced and distributed to customers within 48 hours. MyPublisher's proprietary software program BookMaker™ has been downloaded more than six million times and over the past five years MyPublisher has printed more than 400 million digital photographs for customers. Today the service is completely web based, facilitating customer use and making it more cost efficient for the company.

During its expansion phase, MyPublisher acted as subcontractor to a number of leading software

companies and computer manufacturers. However, from the financial year 2006 and onwards, MyPublisher has focused on sales under its own brand.

Today, MyPublisher is one of the four largest suppliers in its niche in the U.S. In relation to market potential the market is still considered to be very small. MyPublisher's main competitors are currently Shutterfly, HP's SnapFish and Kodak EasyShare Gallery.

## Financial performance

MyPublisher has generated very high growth since Novestra invested in the company. In 2009 and 2010, MyPublisher focused on increasing the company's margins, thereby boosting profitability. Sales amounted to approximately MSEK 199 in 2010, with an EBITDA margin exceeding 17 percent, equivalent to approximately MSEK 34 in EBITDA. Sales growth in early 2011 has been strong and the company is aiming for a sales growth of 23 percent during the year.

## Ownership structure

Apart from Novestra, MyPublisher's founder, Carl Navarre, Jr., is the company's largest shareholder.

Investment facts	E2011 <sup>1)</sup>	2010 <sup>2)</sup>	2009	2008	2007	2006	2005	2004	2003	2002
Sales, MSEK <sup>3)</sup>	244	199	186	181	116	67	93	38	23	16
Growth in sales	23%	7%	3%	56%	74%	-28%	145%	62%	46%	158%
EBITDA, MSEK <sup>3)</sup>	51	34	26	10	-4	-5	13	-1	-3	-12
EBITDA margin	21%	17%	14%	6%	neg	neg	14%	neg	neg	neg

## Novestra

Carried value, MSEK	123.1
Ownership after dilution	24.3%
Market cap (100%) based on carried value, MSEK	507

1) Novestras estimate

2) Unaudited figures

3) USD/SEK = 6.71



**Board representation**  
**Number of employees**  
**Cash flow**  
**Chairman, CEO**  
**and founder**

**Yes**  
**110**  
**Positive**  
**Carl Navarre, Jr**

"In 2010, we managed to increase growth and profitability. Our goal for 2011 is to further increase growth while improving our cash flow. Over the past three years, we have distributed around MSEK 50 to shareholders. And considering our strong cash flow, all indications point to that we will be able to continue to distribute significant dividends."

**CARL NAVARRE, JR., CEO, MYPUBLISHER**



www.strax.com

# Strax / Germany

## Background

Strax is a leading provider of mobile device accessories, a segment that in recent years has undergone significant expansion from consisting primarily of mobile phones and related accessories to now include small handheld computers, e-readers and related accessories. Strax was founded in 1996 by Icelandic entrepreneurs and is headquartered in Troisdorf, near Cologne. Novestra became a part owner of Strax when Strax acquired one of Novestra's portfolio companies in 1999 and has since then been represented on the company's Board of Directors.

## Operations and market

Strax offers services that cover the entire value chain of accessories, from product development and purchasing, innovative packaging and logistics services to marketing and product mix strategies. Besides the company's own brands Xqisit™ and iAcc™, Strax has distribution agreements with all leading handset manufacturers such as HTC, Blackberry, Nokia, Samsung and Sony Ericsson, and with brands such as Belkin, Griffin, and Jabra. Strax operates through subsidiaries in ten European countries, which are serviced from a central modern warehouse and distribution center in Germany. The company also has offices in the U.S., Peru and Hong Kong. The international mobile communications market is fast moving, with constant challenges in the form of new technologies and product segments. Mobile device accessory sales are dominated by telecom operators and major independent chains of retailers. These players are putting higher and higher demands on distributors and prioritize those who

can meet their needs, both geographically and in terms of product range. Thanks to good geographic coverage and an extensive range of distribution-related services, Strax has a very strong offering, enabling the company to strengthen its relationships with customers and suppliers. Strax's customers include T-Mobile, Orange, TeliaSonera, Tre, Telefonica, TDC, Tracphone, CarPhone Warehouse and Clas Ohlson. Strax has a number of small and mid-sized competitors.

## Financial performance

In 2008, Strax underwent a comprehensive streamlining and consolidation of operations and is now fully focused on the sale and distribution of mobile device accessories. In 2009 and 2010, the company also increased its focus on high-margin products and launched its own brand, which has proved very successful. This shift in focus has resulted in significantly higher gross margins and in 2010 the company was once again able to show sales growth. Sales amounted to approximately MSEK 485 in 2010, representing more than 8 percent growth. The company's positive performance facilitated a full refinancing in 2010, which has not only improved the company's liquidity situation but has also strengthened the company's balance sheet considerably. Strax expects continued growth in 2011 and aims to further improve margins.

## Ownership structure

Strax' largest shareholders, apart from Novestra, are Landsbanki Íslands hf and the founders Ingvi Tómasson and Gudmundur Palmason.

Investment facts	E2011 <sup>1)</sup>	2010 <sup>2)</sup>	2009 <sup>2)</sup>	2008 <sup>2)</sup>	2007 <sup>2)</sup>	2006	2005	2004	2003	2002
Sales, MSEK <sup>3)</sup>	583	485	450	624	612	n.a.	n.a.	n.a.	n.a.	n.a.
Growth in sales	20%	8%	-28%	2%	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.
EBITDA, MSEK <sup>3)</sup>	40	26	5	10	-16	n.a.	n.a.	n.a.	n.a.	n.a.
EBITDA margin	7%	5%	1%	2%	-3%	n.a.	n.a.	n.a.	n.a.	n.a.

## Novestra

Carried value, MSEK	45.9
Ownership after dilution	25.0%
Market cap (100%) based on carried value, MSEK	184

1) Novestras estimate

2) Unaudited figures, proforma based on remaining operations

3) EUR/SEK = 8.99

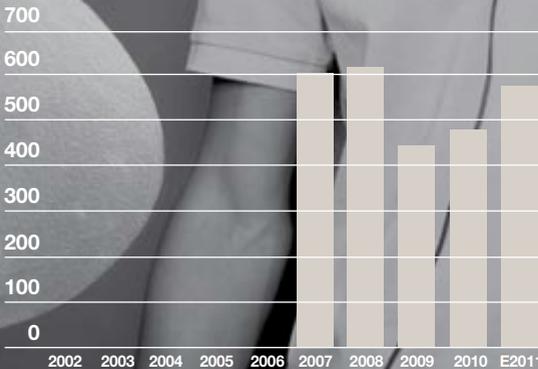
**Board representation**  
**Number of employees**  
**Cash flow**  
**Chairman and founder**  
**CEO**

**Yes**  
**125**  
**Positive**  
**Ingví Tómasson**  
**Gudmundur Palmason**

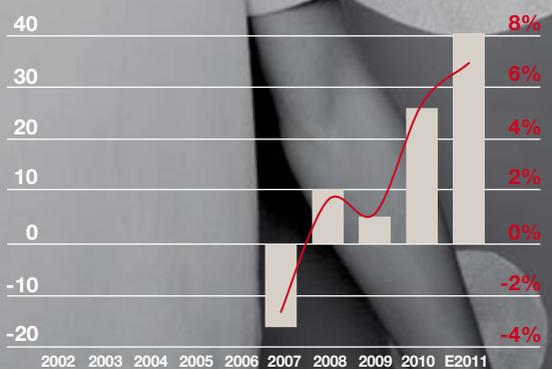
“2010 was a milestone in Strax history. The company made a complete turnaround, including a full refinancing and a successful launch of our own brand Xqisit™. All in all, we have once again been able to show growth and greatly enhanced our profitability. Now that we are able to put our full focus on running the business, our outlook for 2011 is extremely positive and results at the start of the year indicate that we are on the right track.”

**GUDMUNDUR PALMASON, CEO, STRAX**

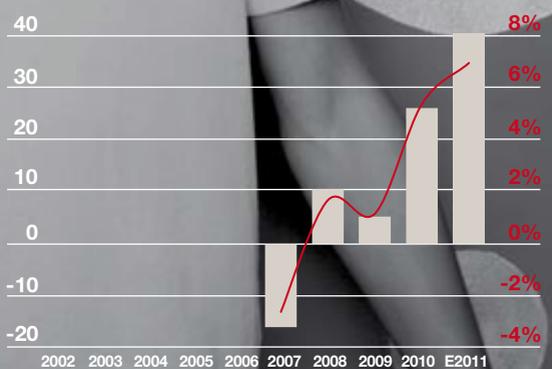
**Sales**  
**MSEK**



**EBITDA**  
**MSEK**



**EBITDA margin**  
**%**



www.diino.com

# Diino Systems / Sweden

## Background

Diino's offering includes online storage and backup solutions for private customers via www.diino.com, as well as system solutions for corporate customers who offer these solutions to their own customers under their own brand name. Diino was founded in 2004 and is headquartered in Stockholm. Novestra invested in Diino in 2004 and has since then been represented on the company's Board of Directors.

## Operations and market

Diino offers a combined software application and online service that enables customers to store, share, publish and back up their digital files simply and securely. These files can be reached anywhere, anytime, from a computer, mobile phone or handheld computer.

In 2009, Diino developed and launched a new platform with a number of advantages over the old one. These include the ability to offer platform sales and white label solutions, easier integration with partners' own services and enhanced user-friendliness for the customer.

Today, Diino Systems partners include AllTele, Ownit, Bredband 2, Tre, Ericsson, COMX and the Russian company SrDS. At the year-end, there were almost 11,000 paying private customers, representing over 60 percent increase in growth year on year.

Diino has a number of competitors around the world. However, the company has been ranked as one of the best storages services by several leading PC magazines worldwide such as PC Advisor (UK), PC Answers (UK) and Datormagazin (Sweden). In a 2010 review, PC för alla (Sweden) wrote "Diino can be used both to store files you need to access and to back up files on your hard drive. Smart! The web-based hard drive is controlled via the browser, while the automatic back up process requires installation of a program on your computer. The program is attractive and easy to use. Low prices and generous terms of usage make Diino a winner." PC för alla ranked Diino's service as number one in the market.

## Financial performance

In 2010, sales grew by over 200 percent and the company significantly increased the number of carrier customers. In December, the company entered into an agreement with one of Europe's largest telecom operators. Sales amounted to around MSEK 5 in 2010. The company continues to be involved in several very interesting tender negotiations and aims to achieve profitability in 2011.

## Ownership structure

Swisscom invested in the company in 2007 and is currently the company's second largest owner after Novestra.

Investment facts	E2011 <sup>1)</sup>	2010 <sup>2)</sup>	2009	2008	2007	2006	2005 <sup>3)</sup>	2004	2003	2002
Paying private customers	15 000	11 841	7 295	3 759	2 805	140	0	-	-	-
Growth in number of paying customers	27%	62%	94%	34%	1904%	n.a.	n.a.	-	-	-
Sales, MSEK	20	5	1	1	1	0	0	-	-	-
EBITDA, MSEK	3	-10	-13	-22	-19	-18	-7	-	-	-

## Novestra

Carried value, MSEK	19.2
Ownership after dilution	46.7%
Market cap (100%) based on carried value, MSEK	41

1) Novestras estimate

2) Unaudited figures

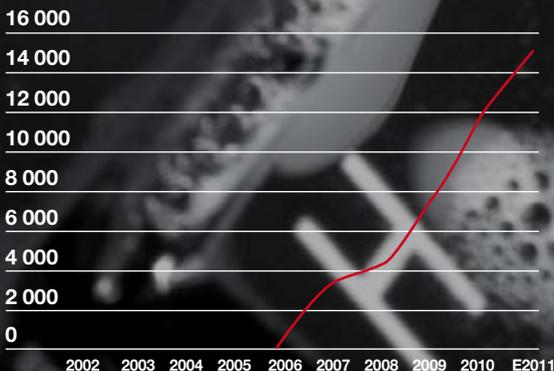
3) 09/16/2004 - 12/31/2005

**Board representation**  
**Number of employees**  
**Cash flow**  
**Chairman**  
**CEO**

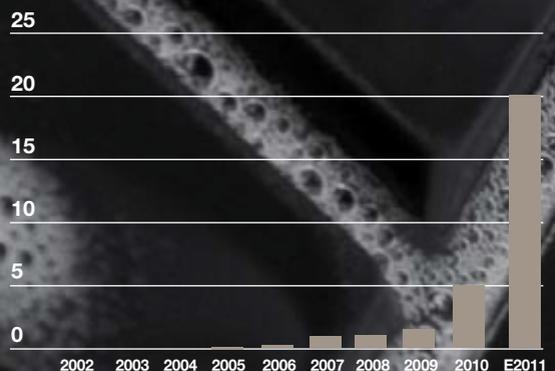
**Yes**  
**13**  
**Negative**  
**Marcus Söderblom**  
**Jan Nilsson**

“Diino Systems’ sales rose by over 200 percent in 2010 and our goal is to continue to grow robustly in 2011. We continue to win customer confidence through superior technology. We currently have a number of tender bids on the market and our offering feels very strong when we meet potential carrier customers. We have also grown a lot on the private customer side and the service we offer is valued by users, who by using Diino can avoid losing files, such as their digital images. Many challenges still lie ahead but our hope is that Diino will be able to produce a positive cash flow in 2011.”  
**JAN NILSSON, CEO, DIINO**

**Number of private paying customers**



**Sales MSEK**



[www.netsurvey.com](http://www.netsurvey.com)

# Netsurvey / Sweden

## Background

Netsurvey performs employee and customer surveys for Swedish and international companies. The company was founded in 1996 by Peter Bolinder and is headquartered in Stockholm. Novestra invested in Netsurvey in 1999 and has since then been represented on the company's Board of Directors.

## Operations and market

Netsurvey is the market leader in employee surveys in Sweden. The company's process-driven systems operate across the entire organization down to a project/group level, contributing to faster achievement of the company's overall business objectives. In recent years, Netsurvey has also started to implement quality-focused customer surveys, for which Netsurvey's existing processes can be utilized.

Netsurvey's systems have been implemented by customers in 80 countries and involve more than 250,000 people per year. Netsurvey has extensive expertise in internal company surveys and has implemented assignments for customers including IKEA, Hilton, Telia-Sonera, Tetra Pak, TietoEnator, Volvo and Volvo Car. Netsurvey competitors are research companies operating in the Nordic market.

In 2010, Netsurvey choose to invest in skills-enhancement with the objective to boost sales and profitability significantly in the coming years. The company has also been involved in a number of strategic discussions with a view to broaden the company's revenue base, among other improvements.

## Financial performance

2010 was a good year for Netsurvey. Following a weak 2009, in which sales decreased due to a downturn in the Swedish market, the company has once again shown growth of around 14 percent and achieved the highest sales figures in company's history. Sales amounted to MSEK 28 in 2010, with an EBITDA margin of around 8 percent. 2011 got off to a strong start for Netsurvey and the company's goal is to achieve sales growth of 10-15 percent.

## Ownership structure

Apart from Novestra, Netsurvey's largest shareholders are Cubera Private Equity and the founder Peter Bolinder.

Investment facts	E2011 <sup>1)</sup>	2010 <sup>2)</sup>	2009	2008	2007	2006	2005	2004	2003	2002
Sales, MSEK	31	28	24	27	26	24	24	25	21	22
Growth in sales	12%	14%	-12%	7%	6%	2%	-4%	17%	-2%	10%
EBITDA, MSEK	3	2	2	3	3	2	1	4	3	-2
EBITDA margin	9%	8%	9%	11%	11%	8%	4%	16%	12%	neg

## Novestra

Carried value, MSEK	11.1
Ownership after dilution	45.3%
Market cap (100%) based on carried value, MSEK	24.5

1) Novestras estimate

2) Unaudited figures



**Board representation**  
**Number of employees**  
**Cash flow**  
**Chairman**  
**CEO and founder**

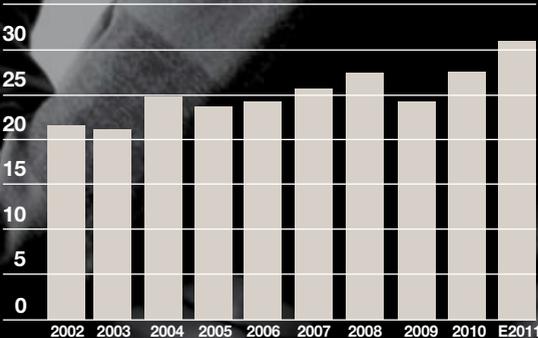
**Yes**  
**24**  
**Positive**  
**Marcus Söderblom**  
**Peter Bolinder**

“Today, we help companies in 80 countries to measure employee and customer attitudes. Based on the results of such surveys, companies can focus on implementing changes that release hidden capital - human capital - which leads to increased profitability. 2010 was a successful year for Netsurvey and we look forward to 2011 and 2012 with confidence.”

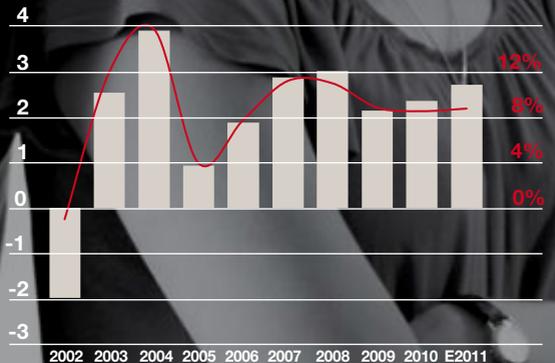
**PETER BOLINDER, CEO, NETSURVEY**



**Sales**  
**MSEK**



**EBITDA**  
**MSEK**



www.qbranch.se

# Qbranch / Sweden

## Background

Qbranch is one of Sweden's leading sourcing firms in systems management and full-scale IT outsourcing. The company was founded in 1993 by Ulf Engerby and Rune Mossberg and today has offices in Stockholm, Gothenburg and Malmo. Novestra invested in Qbranch in 1999 by acquiring shares from the founders of the company and has since then been represented on the company's Board of Directors.

## Operations and market

Qbranch ensures that customers' modern information technology works. The goal is 100 percent functionality, 24 hours a day, 365 days a year. To achieve this Qbranch offers a wide range of services:

- IT outsourcing – Qbranch assumes responsibility for all or parts of its customers' IT operations and IT capacity.
- Competence consulting – Qbranch strengthens its customers' projects through expertise and experience.
- Project & concept – Qbranch has developed a number of concepts over the years which effectively migrate, upgrade and standardize the customers' IT environment.

The concept, built on the company's collective experience, expertise and methodology, primarily targets the Desktop Lifecycle Management and Identity Management sectors.

In February 2011, the market research firm TNS SIFO presented the results of a study measuring Sweden's most frequented sites. The results show that five of the top 20 most frequented websites are hosted by Qbranch, including Aftonbladet.se, which is the most popular with 3.8 million visitors per week.

## Financial performance

During the first half of 2010, Qbranch experienced longer sales cycles. As a result, expected growth did not materialize and sales amounted to approximately MSEK 412. The second half of the year however saw an increase in activity, during which Qbranch extended contracts and entered into a number of key new agreements including outsourcing contracts with Collector, Sveriges Stärkelseproducenter, Kammarkollegiet and Capio. Major extended contracts have been entered into with Praktikertjänst, SalusAnsvar, Niscayah Group AB and Ericsson IPX. Following several strong months at the end of 2010 and the start of 2011, the company looks with confidence to the coming 12–18 months.

Qbranch has announced that the company aims to seek a listing in 2011.

## Ownership structure

Qbranch's largest owners, apart from Novestra, are founders Rune Mossberg and Ulf Engerby.

Investment facts <sup>1)</sup>	E2011 <sup>2)</sup>	2010 <sup>3)</sup>	2009	2008	2007	2006	2005	2004	2003	2002
Sales, MSEK	470	412	423	437	364	288	243	196	161	165
Growth in sales	14%	-3%	-3%	20%	26%	18%	24%	22%	-3%	-7%
EBITDA, MSEK	56	22	45	45	47	44	40	31	19	17
EBITDA margin	12%	5%	11%	11%	13%	15%	17%	16%	12%	10%

## Novestra

Carried value, MSEK	99.6
Ownership after dilution	23.3%
Market cap (100%) based on carried value, MSEK	427.5

1) Excluding discontinued operations

2) Novestras estimate

3) Unaudited figures

# QBRANCH:

VI FÄR IT ATT FUNGERA

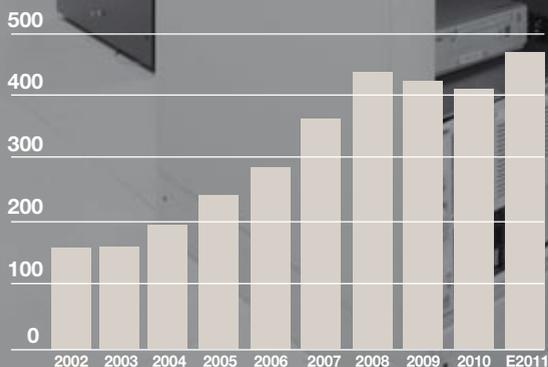
**Board representation**  
**Number of employees**  
**Cash flow**  
**Chairman**  
**CEO and founder**

**Yes**  
**421**  
**Positive**  
**John Wattin**  
**Ulf Engerby**

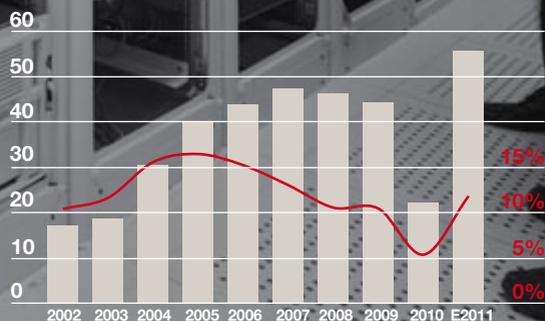
"Qbranch remains one of the leading companies in its sector in Sweden. We have achieved this position by establishing clear objectives and constantly adapting and improving the company. Our goal is to generate an EBIT result of MSEK 100 within a couple of years. Developments in 2010 have shown that this will be a tough task. But we are a company that enjoys a good challenge and the entire organization will rally around to achieve the target."

**ULF ENGERBY, CEO, QBRANCH**

**Sales**  
**MSEK**



**EBITDA**  
**MSEK**



www.wesc.com

# WeSC / Sweden

## Background

WeSC is a brand with roots in the skateboarding culture that works with design, production, and sales of clothes and accessories in the street fashion sector. Established in 2000, the company's founders include Greger Hagelin and Mattias Hallencreutz, both of whom are still active in the company. WeSC has offices in Stockholm and Los Angeles. Novestra invested in WeSC in 2008 and is represented on the company's Board of Directors.

## Operations and market

WeSC's vision is to become the world's leading brand in its sector. One of WeSC's biggest success factors is its brand, which is based on credibility and a strong corporate culture. Another success factor is the company's innovative and effective marketing methods, which WeSC communicates through 'We activists' – informal brand ambassadors. WeSC's 'We activists' include a wide range of individuals from actors, artists, skaters and snowboarders to photographers, musicians and artists, as well as other renowned or relatively unknown individuals recognized in their niche.

WeSC's business model is based on a network of distributors located in the markets where the company sells its products. The distributors purchase the goods on pre-order from WeSC and are responsible for delivery and invoicing the retailers in their respective markets. This means that distributors carry both stock and credit risk. In Sweden, Denmark, Germany, the U.S. and Austria, WeSC has its own wholesale operations, involving direct sales to retailers.

In just a couple of years, WeSC has become one of the strongest brands in the street fashion sector, with sales in 24 countries, 29 concept stores, and more than 2,000 retailers. And we have an estimated turnover of MSEK 430, corresponding to over a billion Swedish kronor in the consumer sector for the financial year 2010/2011. WeSC will continue to expand by growing in existing markets, opening additional concept stores, finding new markets and developing new product categories.

## Financial performance

In the third quarter 2010, sales amounted to around MSEK 111, with sales of approximately MSEK 322 for the first nine months of the 2010/2011 financial year (May 2010 – Jan 2011). This represents an increase in sales in local currencies of about 25 percent year on year, with around a 16 percent sales growth in Swedish kronor. Net sales for the rolling 12 month period were MSEK 412 and operating profit was MSEK 52.

WeSC is currently listed on First North and publishes regular financial reports. In 2010, WeSC announced its decision to apply for listing on NASDAQ OMX Stockholm Small Cap in 2011.

## Ownership structure

WeSC's largest shareholders, apart from Novestra, are Nove Capital and Greger Hagelin.

### Investment facts <sup>1)</sup>

	2009/10	2008/09	2007/08	2006/07	2005/06	2004/05	2003/04	2002/03	2001/02
Sales, MSEK	367	297	214	167	131	110	64	33	28
Growth in sales	24%	38%	28%	28%	19%	70%	93%	-	-
EBITDA, MSEK	63	42	17	-2	-13	4	9	2	0
EBITDA margin	17%	14%	8%	-1%	-10%	3%	13%	7%	-1%

### Novestra

Carried value, MSEK	73.3
Ownership after dilution <sup>2)</sup>	10.9%
Market cap (100%) based on carried value, MSEK	672

1) The financial year relates to May 1 - April 30

2) Prior to distribution of shares, ownership 5.9 percent after distribution

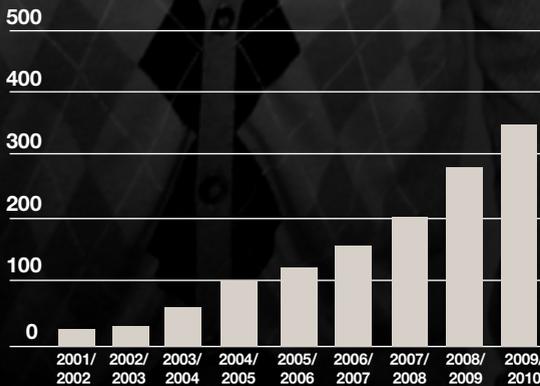
<b>Board representation</b>	<b>Yes</b>
<b>Number of employees</b>	<b>58</b>
<b>Cash flow</b>	<b>Positive</b>
<b>Chairman</b>	<b>Theodor Dalenson</b>
<b>CEO and founder</b>	<b>Greger Hagelin</b>

"Recently, sales have been very strong and we expect this development – which is lead by Germany, France and Italy, among other countries – to continue. As things stand today, the short-term effects of the strong Swedish kronor are difficult to predict. In the longer term, we expect that volume and price increases will compensate for any currency effect."

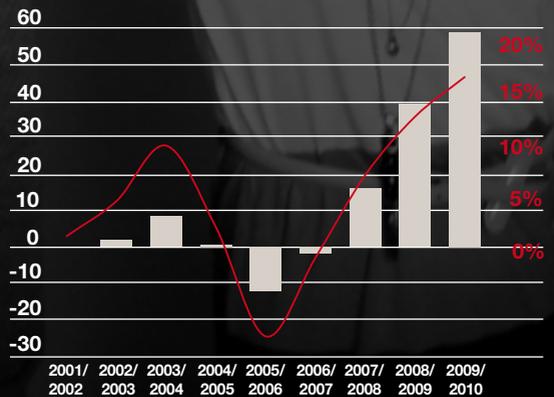
**Greger Hagelin, CEO, WeSC**



**Sales  
MSEK**



**EBITDA  
MSEK**



## The private equity market

**Investments can be made in both public and private securities and companies. Investments made in privately held companies, with active and time-limited ownership, is often referred to as private equity investments.**

Players on the private equity market can be divided into buyout companies and venture capital companies. Buyout capital concerns investments in mature companies, normally with strong cash flows and the acquisition generally occurs with leverage.

Examples of Swedish buyout players include Altor, EQT, IK Investment Partners and Nordic Capital. Venture capital concerns investments in small and mid-sized growth companies that are either seed companies, start-up companies or companies in a phase of expansion, often with negative or weak cash flows. Venture capital investments are normally made without debt or with low debt levels. In addition, there are a number of private investors as compared to other private investors who often make larger investments, and become actively involved in the companies they invested in. These investors typically do not belong to a specific company sphere but act and invest for their own private interests. These investors are expected to take an active ownership role in contrast to other private investors.

The majority of Novestra's investments in privately-held portfolio companies were made approximately ten years ago. Today, the portfolio consists of small and mid-sized growth companies with stable and growing cash flows. Novestra has not financed any of its investments through debt and the majority of the companies have no interest bearing debt.

Following a weak 2009, 2010 saw the highest investment level ever in the Swedish buyout segment, with more than double the investments seen in 2009. According to SVCA, buyouts for the full year 2010 amounted to SEK 23.7 billion. This record amount is proof that the buyout segment is back and that the downturn seen during the financial turmoil of 2009 is now over. Although the buyout segment has recovered, investment activities in the private equity market are still very low and interest from Swedish investors is at a record low. One has to look back to 2005 to find lower private equity capital access levels for Swedish companies. Venture capital for Swedish companies fell by 11 percent between 2009 and 2010 according to SVCA and had it not been for an increase in foreign capital the decline would have been even more apparent.



## Novestra share

The Novestra share has been listed on the Stockholm Stock Exchange since June 21, 2000 and was listed on the Nasdaq OMX Stockholm, under the symbol NOVE, in the Small Cap section, on October 2, 2006. Novestra's market value at the end of 2010 amounted to approximately MSEK 329 (311).

Since November 2002, a measure to increase liquidity has been undertaken by appointing Remium Securities AB as Novestra's market maker. The share liquidity during 2010 has been good, the share was traded on 89 (90) percent of all trading days and the average turnover was 10 231 (10 272) shares per trading day. The total turnover amounted to 2 588 480 (2 578 277) shares, which corresponds to a turnover rate of approximately 0.07 (0.07).

The share opened at SEK 8.35 on the first day of trading in 2010 and closed at SEK 8.85 on the last day of trading, corresponding to an increase of approximately 6 percent. This can be compared with Nasdaq OMX Stockholm (OMXPI) which increased by 23 percent. The average price during the year was SEK 7.93 (7.46) and the average turnover per trading day was SEK 90 776 (76 224).

### Share capital structure

Novestra's share capital amounts to SEK 37 187 973 distributed among 37 187 973 shares. The quota value is SEK 1.00. Each share carries one vote and each person entitled to vote may vote at shareholders' meetings for the full number of shares held or represented at the meeting, without limitation of voting rights. Novestra has only one class of shares and all shares carry an equal right to a share in the company's assets and profits.

### Ownership structure

The total number of shareholders as at December 31, 2010 amounted to 2 039 (2 231). Foreign ownership accounted for 79.6 (79.6) percent of total outstanding shares.

### Earnings per share

The group's earnings per share amounted to SEK -0.14 (1.16).

### Dividend policy and dividend

The Board of Directors propose that no dividend is paid out for the financial year 2010. The Extraordinary General Meeting, held December 22, 2010, resolved on a distribution of shares in WeSC in agreement with the Boards proposal. A total of 371 879 shares in WeSC were distributed, amounting to a value of approximately MSEK 33.8, corresponding to approximately 0.91 per Novestra share to Novestra shareholders. A total of 8.91 per share or MSEK 331 has been distributed to the shareholders since 2005.

### Option program

As at December 31, 2010, Novestra had no outstanding option programs.

### Other share information

Shareholders' equity per share at year-end amounted to SEK 9.9 (10.1). At the Annual General Meeting held on April 21, 2010, the Board of Directors was authorized up to the Annual General Meeting in 2011 to decide, on one or more occasions and with or without a preferential right for the shareholders, to issue a maximum of 6 000 000 new shares against payment in cash, in kind or by set-off. To date, this mandate has not been utilized.



**Development of share capital (KSEK)**

<b>Date</b>	<b>Transaction</b>	<b>Quota value (SEK)</b>	<b>Change in share capital</b>	<b>Total share capital</b>	<b>Total no. of shares</b>
April 1997	Incorporation	100.00	100	100	1 000
March 1998	Split (10:1)	10.00	-	100	10 000
March 1998	New share issue	10.00	4	104	10 400
March 1998	Issue in kind	10.00	35	139	13 900
April 1998	New share issue	10.00	10	149	14 873
April 1998	Issue in kind	10.00	14	163	16 263
May 1998	New share issue	10.00	65	228	22 763
August 1998	Bonus issue	230.00	5 008	5 236	22 763
August 1998	Split (100:1)	2.30	-	5 236	2 276 300
September 1998	New share issue	2.30	460	5 696	2 476 300
September 1998	Issue in kind	2.30	96	5 792	2 518 195
June 1999	New share issue	2.30	460	6 252	2 718 195
September 1999	New share issue	2.30	828	7 080	3 078 195
January 2000	New share issue	2.30	161	7 241	3 148 195
January 2000	New share issue	2.30	1 150	8 391	3 648 196
February 2000	New share issue	2.30	2 300	10 691	4 648 196
June 2000	Bonus issue	5.00	12 550	23 241	4 648 196
June 2000	Split (5:1)	1.00	-	23 241	23 240 980
September 2000	New share issue	1.00	150	23 391	23 390 980
October 2003	New share issue	1.00	7 797	31 188	31 187 973
June 2004	New share issue	1.00	6 000	37 188	37 187 973
May 2007	Split (2:1)	0.50	-	37 188	74 375 946
May 2007	Redemption	0.50	-18 594	18 594	37 187 973
May 2007	Bonus issue	1.00	18 594	37 188	37 187 973
January 2011	Split (2:1)	0.50	-	37 188	74 375 946
February 2011	Redemption	0.50	-18 594	18 594	37 187 973
February 2011	Bonus issue	1.00	18 594	37 188	37 187 973

### Major shareholders and ownership structure as at December 31, 2010

Shareholder	No. of shares	Proportion of votes and capital
Anchor Capital	10 618 000	28.6%
Nove Capital Master Fund	9 937 657	26.7%
Merril Lynch, Pierce, Fenner & Smith	2 985 675	8.0%
Jan Söderberg	2 571 000	6.9%
Skandinaviska Enskilda Banken S.A.	1 332 667	3.6%
Texcel International AB	850 000	2.3%
SIX SIS AG	594 216	1.6%
SEB Life Ireland	440 000	1.2%
Björn Wetterling	422 000	1.1%
Bertil Villard	406 668	1.1%
Other shareholders	7 030 090	18.9%
<b>Total</b>	<b>37 187 973</b>	<b>100.0%</b>
Of which foreign ownership	29 609 357	79.6%
The 10 largest shareholders - proportionally	30 157 883	81.1%

Source: Euroclear and facts known to the company

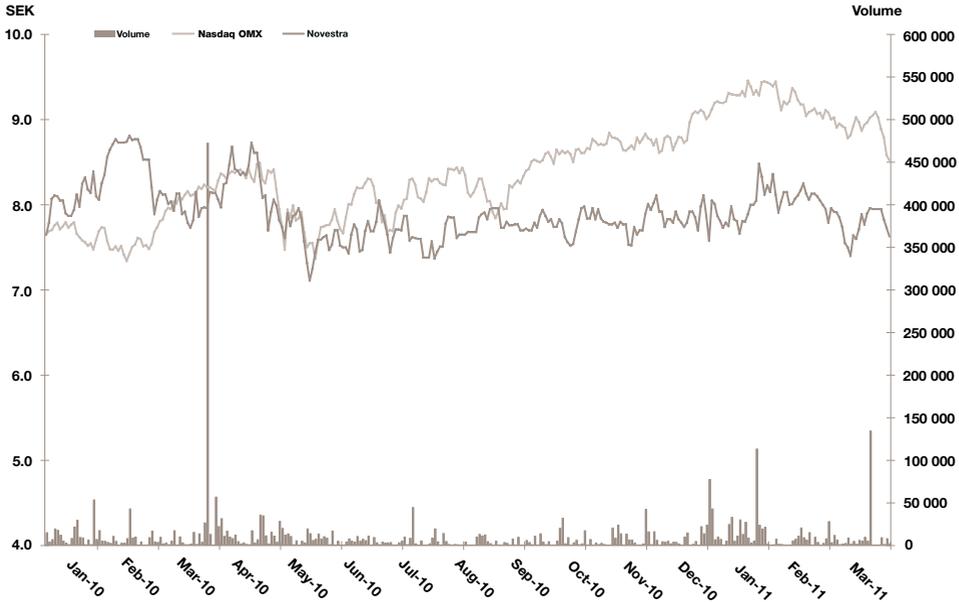
### Distribution of shares as at December 31, 2010

No. of shares by size	No. of shares	Proportion	No. of shareholders	Proportion
1-500	278 001	1%	1 106	54%
501-1 000	316 234	1%	377	18%
1 001-10 000	1 552 188	4%	458	22%
10 001-50 000	1 317 052	4%	59	3%
50 001-100 000	1 210 085	3%	17	1%
100 001-	32 514 413	87%	22	1%
<b>Total</b>	<b>37 187 973</b>	<b>100%</b>	<b>2 039</b>	<b>100%</b>

Source: Euroclear

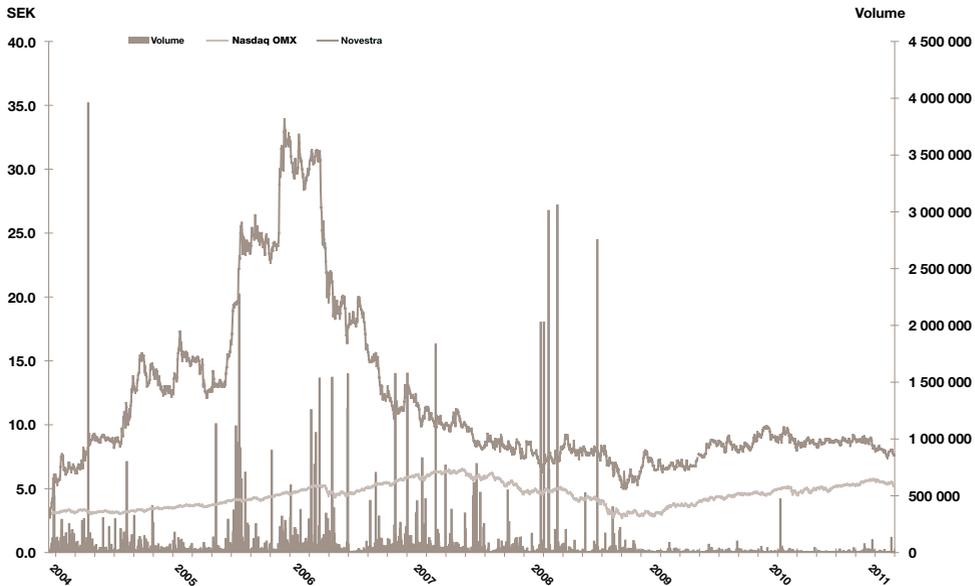
**Novestra's share price trend and number of shares traded  
January 1, 2010 - March 15, 2011**

Source: Nasdaq OMX Stockholm



**Novestra's share price trend and number of shares traded  
January 1, 2004 - March 15, 2011**

Source: Nasdaq OMX Stockholm



## **Novestra** Future opportunities

**Novestra believes that most of the portfolio companies will continue to develop more positively during 2011 than the previous year, and that the prerequisites for a very positive growth in value will increase as the EBIT result is expected to increase more than the sales growth.**

Discussions concerning divestment of Novestra's portfolio companies generally will be held when the valuation of the companies meet the Board of Directors and the management's expectations.

At the same time, Novestra will continue to evaluate and make occasional investments in listed companies which are considered to have a substantial value growth potential.

Novestra's shareholders shall benefit from the generated values both through growth in value of shares and through dividends or other distributions. Novestra intends to, as much as possible, optimize the value of the portfolio and it is therefore difficult to assess precisely a time when shareholders can expect dividends and distributions derived from sales of the portfolio. It is also possible for Novestra to

distribute the holdings in the portfolio to the shareholders if this is deemed suitable or favorable, for example, with a forthcoming listing of a portfolio company.

There is no additional capital need in Novestra, or in any of the larger portfolio companies.





## Historical background

**1997** Novestra was established with limited capital resources.

**1997/98** Novestra built up a small portfolio of approximately ten private holdings. Some of the investments were divested during these first two years, generating high yields. In many cases, the positive outcome of these investments was the result of Novestra's active involvement in strategic issues combined with the implementation of transactions of vital importance to the companies. The proceeds from these early investments enabled Novestra to make further investments during the next two years without any additional external financing.

**1999** High growth and profit expectations gave rise to a market revaluation of unlisted small cap companies. In such market conditions, Novestra made further exits and a number of major new investments. A number of these new investments were quickly assigned high valuations.

Unofficial trading in Novestra shares started in November 1999.

**2000** As a result of considerable interest in Novestra and its portfolio companies, primarily from foreign institutions, Novestra decided to carry out a new share issue in February that provided the company with a total of MSEK 476. Novestra was granted investment company status during the spring.

**1998**  
Divestment of some investments generated high yields.

**1997**  
Establishment with limited capital resources.

Novestra was officially listed on Stockholmsbörsens' (the Stockholm stock exchange) O-list in June. No new share issue was implemented in connection with the listing, since the company had concluded that it did not require additional capital and that the stock exchange's requirement regarding diversified ownership had already been met. Novestra subscribed for new shares in a number of companies intended for market listing within the next twelve months.

The IT and telecom sectors experienced a dramatic downturn during the latter part of the year. Among other consequences, this resulted in the cancellation of planned IPOs for two of Novestra's portfolio companies.

**2001** The weak stock market trend continued, making further industrial exits impossible. As a result, Novestra decided to focus its operations on fewer investments. Simultaneously, significant write-downs of Novestra's book values were made. A number of Novestra's companies were disposed of and, in a few cases, were exited through liquidation or bankruptcy.

**1999**  
Unofficial trading in Novestra shares starts.

**2000**  
Novestra is listed on the Stockholm stock exchange's O-list.

**2002** The consolidation process, by which Novestra increased stakes in companies that performed well and reduced stakes in others, continued. Novestra remained actively involved in its holdings throughout the development and growth phases.

Extensive restructuring and cuts in Novestra's administration was initiated.

**2003** During the year, the performance of the venture portfolio was very positive and, following the last three years' substantial write-downs, it was resolved to reverse some of the writedowns previously made.

During the fall, Novestra implemented a rights issue which provided the company with MSEK 48.5. A new investment strategy involving an exposure towards the public stock market was initiated.

Furthermore, the company's administrative expenses were considerably reduced and a restructuring of Novestra's corporate structure by the disposal of all of its subsidiary companies was implemented.

**2002**  
Restructuring of Novestra's administration is initiated.

**2001**  
Novestra focuses its operations on fewer investments.

**2004** The performance of the private portfolio companies continued to be very positive during the year.

The management of the public portfolio generated high yields. During the summer, Novestra implemented a rights issue providing the company with MSEK 81.7. This was utilized to further increase the level of investments in public portfolio companies, particularly in Nordic companies.

For the financial year 2004, a dividend of SEK 1.00 per share was distributed.

**2005** The performance of the private portfolio companies was very positive and by the end of the year all four major private holdings showed positive cash flow.

In May 2005, Novestra invested approximately MSEK 190 in Nove Capital Fund and thereby phased out its own direct investments in listed companies.

A resolution was approved concerning the company's future business. The Annual General Meeting resolved that up until the end of 2007, the company would aim to sell the bulk of its private portfolio companies and thereby phase out the income from these sales to Novestra's shareholders.

#### 2005

Portfolio companies developing well, SEK 1 per share is distributed.

#### 2003

Rights issue is implemented and corporate structure is simplified.

**2006** After a relatively weak development in two of the most important portfolio companies in 2006, the Board and the management decided not to force the sale of the venture capital portfolio due to the positive future opportunities for the portfolio companies. Therefore, the Board and the management decided to examine the possibilities to distribute most of the holding in Nove Capital Fund.

Since inception in May 2005, the increase of value of Novestra's investment in Nove Capital Fund as per December 31, 2006 amounted to MSEK 101.3, corresponding to a value growth rate of 53.5 percent.

No dividend was distributed for the financial year 2006.

**2007** The operational problems in some of the portfolio companies during 2006 remained in the beginning of 2007, resulting in more internal work to be carried out in the portfolio companies

than expected. The problems were gradually solved during 2007, and the year ended very strong for most of the portfolio companies. During the spring of 2007, Novestra completed a redemption procedure, in which SEK 5.00 per share was distributed to the shareholders.

#### 2006

Investment in Nove Capital Fund has increased with 53.5 percent.

During a three year period, a total of MSEK 298 was distributed to the shareholders, corresponding to SEK 8.00 per share.

Two new majority shareholders came in to Novestra during the year, Nove Capital and Anchor Capital. The new shareholders recognized the great value potential in the portfolio companies, and a decision was made to continue to develop the portfolio companies, and to postpone any sales of the portfolio companies until the Board and management see the timing as being optimal from a value perspective.

**2008** The portfolio companies had a positive development during 2008 despite the weak economic climate. The growth was very strong during the first six months, with a slight decline during the second half of the year when the economic situation worsened. The management assessed that the majority of the portfolio companies would continue to develop well during 2009, and that the prerequisites for a high growth in value would increase considerably if the targets for growth and results were met. Novestra evaluated several investments in public companies and made occasional investments that

2009  
Increased profitability and dividends from four of the portfolio companies

#### 2008

Positive development in the portfolio despite the weak economic climate.

were deemed to have a value potential even if the economic situation would remain weak.

**2009** Despite the tough market situation during 2009 Novestra's portfolio companies developed strongly. Due to the financial concerns that existed at the end of 2008 and the beginning of 2009, the focus was on increased profitability through cost savings instead of growth. This resulted in improved profitability and increased market shares in a weak economy for most of the portfolio companies. During 2009 dividends were received from Netsurvey, MyPublisher, Qbranch and WeSC. For Novestra this resulted in a large part of the company's costs were now financed by these portfolio companies.

## Five-year summary

### The group

<b>Income statements, SEK thousands</b>	<b>2010</b>	<b>2009</b>	<b>2008</b>	<b>2007</b>	<b>2006</b>
<b>Investment activities</b>					
Change in value	5 588	43 965	-81 638	-2 810	-113 780
Dividends	9 365	14 263	6 931	14 560	23 981
Sales expenses	-2 525	-	-	-	-
<b>Gross profit/loss investment activities</b>	<b>12 428</b>	<b>58 228</b>	<b>-74 707</b>	<b>11 750</b>	<b>-89 799</b>
<b>Other operations</b>					
Net sales	200	750	1 133	2 000	6 614
<b>Gross profit/loss other operations</b>	<b>200</b>	<b>750</b>	<b>1 133</b>	<b>2 000</b>	<b>6 614</b>
<b>Gross profit/loss</b>	<b>12 628</b>	<b>58 978</b>	<b>-73 574</b>	<b>13 750</b>	<b>-83 185</b>
Administrative expenses	-14 905	-13 233	-13 210	-14 420	-16 939
<b>Operating profit/loss</b>	<b>-2 277</b>	<b>45 745</b>	<b>-86 784</b>	<b>-670</b>	<b>-100 124</b>
<b>Net financial items</b>	<b>-2 940</b>	<b>-2 569</b>	<b>-3 625</b>	<b>-3 904</b>	<b>-6 222</b>
<b>Profit/loss before tax</b>	<b>-5 217</b>	<b>43 176</b>	<b>-90 409</b>	<b>-4 574</b>	<b>-106 346</b>
Taxes	-40	-176	-309	-1 105	-1 849
<b>Result from remaining operations <sup>(1)</sup></b>	<b>-5 257</b>	<b>43 000</b>	<b>-90 718</b>	<b>-5 679</b>	<b>-108 195</b>
Result from Discontinued operation <sup>(1)</sup>	-	-	-	10 348	-6 027
<b>Profit/loss for the year including Discontinued operations<sup>(1)</sup></b>	<b>-5 257</b>	<b>43 000</b>	<b>-90 718</b>	<b>4 669</b>	<b>-114 222</b>
Result per share from remaining operations, SEK	-0.14	1.16	-2.44	-0.15	-2.91
Result per share from Discontinued operations, SEK	-	-	-	0.28	-0.16
Result per share including Discontinued operations, SEK	-0.14	1.16	-2.44	0.13	-3.07
Average number of shares during the period	37 187 973	37 187 973	37 187 973	37 187 973	37 187 973

(1) As there is no minority interest in the group the entire result for the year is attributed to the parent company's shareholders.

No dilution exists, which entails that the result prior to and after dilution are the same. A split of the existing shares in AB Novestra was made in connection with the distribution to the shareholders in 2007 and 2010/2011, which resulted in the total number of shares in the company temporarily doubled. The redemption procedure was an alternative transaction method for a dividend and the temporary increase in the number of shares has not been taken into consideration with regard to the calculation of the average number of shares during the period, or, the result per share during the period.



**The group**

<b>Balance sheets, SEK thousands</b>	<b>2010</b>	<b>2009</b>	<b>2008</b>	<b>2007</b>	<b>2006</b>
<b>Assets</b>					
<b>Fixed assets</b>					
Equipment	1 213	1 250	1 258	1 369	1 371
Shares and participations	431 867	421 737	387 157	450 782	385 697
<b>Total fixed assets</b>	<b>433 080</b>	<b>422 987</b>	<b>388 415</b>	<b>452 151</b>	<b>387 068</b>
<b>Current assets</b>					
Other current assets	3 929	7 966	3 681	11 165	43 726
Cash and cash equivalents	3 975	6 878	9 527	16 351	2 924
Assets held for sale	-	-	-	-	290 478
<b>Total current assets</b>	<b>7 904</b>	<b>14 844</b>	<b>13 208</b>	<b>27 516</b>	<b>337 128</b>
<b>Total assets</b>	<b>440 984</b>	<b>437 831</b>	<b>401 623</b>	<b>479 667</b>	<b>724 196</b>

**Equity and liabilities**

<b>Equity</b>	<b>335 033</b>	<b>374 131</b>	<b>331 132</b>	<b>421 849</b>	<b>603 856</b>
<b>Liabilities</b>					
Current liabilities					
Interest-bearing debt	65 756	59 194	65 501	50 440	114 080
Non interest-bearing debt	40 195	4 506	4 990	7 378	6 260
<b>Total current liabilities</b>	<b>105 951</b>	<b>63 700</b>	<b>70 491</b>	<b>57 818</b>	<b>120 340</b>
<b>Total liabilities</b>	<b>105 951</b>	<b>63 700</b>	<b>70 491</b>	<b>57 818</b>	<b>120 340</b>
<b>Total equity and liabilities</b>	<b>440 984</b>	<b>437 831</b>	<b>401 623</b>	<b>479 667</b>	<b>724 196</b>

**The group**

<b>Key ratios</b>	<b>2010</b>	<b>2009</b>	<b>2008</b>	<b>2007</b>	<b>2006</b>
<b>Financial key ratios</b>					
Asset ratio, %	76%	85%	82%	88%	83%
Cash flow after investments, KSEK	-4 598	3 658	-21 885	263 743	-9 570
Equity per share, SEK	9.92	10.06	8.90	11.34	16.24
Distributed to shareholders, KSEK	33 841	-	-	185 940	74 376
Distributed to shareholders, per share, SEK	0.91	-	-	5.00	2.00
Number of shares at the end of the period	37 187 973	37 187 973	37 187 973	37 187 973	37 187 973

## Corporate governance report

**Corporate governance defines the decision-making systems and structure through which owners directly or indirectly control a company. Good corporate governance means that effective decision-making processes are defined and are characterized by openness towards company owners so that they can monitor how the company develops.**

Novestra belongs to the category of companies that applies the Swedish Code of Corporate Governance from July 1, 2008. In accordance with the Code, Novestra is hereby presenting its Corporate Governance Report, explaining how corporate governance work has been conducted at Novestra during the financial year 2010. The report has been subject to review by the Novestra's auditors. The auditors report is on page 98.

### Corporate governance at Novestra

Novestra's corporate governance practices are primarily regulated by Swedish legislation, in particular the Swedish Companies Act, the Swedish Code of Corporate Governance and the Nasdaq OMX Stockholm AB Rule Book for Issuers. Furthermore, the company follows the resolutions laid out in Novestra's Articles of Association.

In addition to legislation, regulations and recommendations, the company's Articles of Association constitute a central document for the company's governance. The Articles of Association establish, for example, the company's name, where the Board is registered, the focus of Novestra's operations and information concerning share capital.

The company's highest decision-authority is the Annual General Meeting (AGM), at which Novestra's shareholders' exercise their influence over the business. The AGM is convened no less than once a year to decide how the Nomination Committee is to be appointed, among other matters. The Nomination Committee proposes, for example, the composition of the Board for resolution by the AGM. On behalf of Novestra's owners the Board oversees management of the company. Novestra's Board is headed by Chairman Theodor Dalenson.

The Board appoints the company's Managing Director, who is responsible for the day-to-day management of the company in accordance with directions from the Board. The division of responsibilities between the Board and the Managing Director is detailed clearly in instructions and procedural plans that have been approved by the Board.

Internal policies and guidelines constitute important control documents in all parts of the company, since they clarify responsibilities and powers of authorization in particular areas, such as information security, compliance and risk. External auditors, appointed by the AGM for a mandate period of one year, audit the Board's and the Managing Director's administration of the company, as well as the company's financial reports.

Information about Novestra's corporate governance is published and updated on a regular basis on the company's website ([www.novestra.com](http://www.novestra.com)).

### Annual General Meeting

Novestra's AGM is held in Stockholm during the first half of the year. The time and venue of the meeting are announced publicly no later than to coincide with the release of the company's third-quarter report. At this time, shareholders are also informed about their right to have issues addressed at the AGM and the deadline for submitting requests to this effect to the company so that such business may be included in the notice to the AGM. The AGM notice is published no earlier than six weeks and no later than four weeks before the date of the AGM. The notice includes information on how to register in order to participate and vote in the AGM, as well as an itemized agenda listing the matters that are to be addressed at the

AGM, the proposed disposition of earnings and the key content of other proposals being addressed at the meeting. Shareholders or their appointed proxies are entitled to vote for the full number of shares that they own or represent.

The business of the AGM is to report on the company's development over the past financial year and to make decisions on a number of central issues, such as changes to the company's Articles of Association, the election of auditors, discharging the Board from liability for the financial year, remuneration for the Board and auditors, approval of the Board for the period up to the next AGM and the approval of remuneration guidelines for Senior Executives.

Novestra's 2010 AGM was held on April 21, 2010 at the offices of Advokatfirman Vinge in Stockholm. The meeting was attended by nine shareholders, representing 56.59 percent of the number of outstanding shares and votes. At the AGM, shareholders voted to discharge the Board and Managing Director from liability for the 2009 financial year.

Novestra's 2011 AGM is planned for April 27, 2011 at the offices of Advokatfirman Vinge in Stockholm. Shareholders have had the opportunity to deliver their proposals on issues they wish to be addressed at the meeting to the Chairman of the Board of Novestra as well as the opportunity to deliver proposed nominations to the Nomination Committee. Information about the AGM is available on Novestra's website ([www.novestra.com](http://www.novestra.com)). nomineringsförslag beaktade. Information om årsstämman publiceras på Novestras hemsida [www.novestra.com](http://www.novestra.com).

Presence, votes and capital represented at AB Novestra's AGM

Year	Percentage of capital and votes
2010	56.59%
2009	57.92%
2008	24.78%
2007	1.64%
2006	26.96%

### Nomination Committee

The AGM decides how the Nominating Committee will be appointed. At the 2010 AGM it was decided that Novestra shall have a Nomination Committee consisting of one representative from each of the three shareholders or groups of shareholders controlling the largest number of votes, plus the Chairman of Novestra's Board. The composition of the Nomination Committee is based on the register of recorded shareholders from Euroclear Sweden AB as of the last business day in August 2010 and other reliable shareholder information that has been provided to the company at such time. The Nomination Committee consists of Theodor Dalenson in his capacity as Chairman and representing the shareholder Jan Söderberg, Johan Hessius representing the shareholder Nove Capital Master Fund and Thomas Berg representing Anchor Secondary. The role of the Nomination Committee is to prepare and present proposals for submission to the 2011 AGM regarding the following: Board and Chairman of the Board, Board remuneration apportioned among the Chairman and other Board members, auditor, audit fees and proposals for rules concerning the nomination process for the 2012 AGM.

### Independence of Board members, presence, etc.

Name	Function	Elected	Independent in relation to the company and management	Independent in relation to larger shareholders	Share- <sup>(1)</sup> holdings	Present	Present
Theodor Dalenson	Board Member	2000	No	No	215 000	(7/7)	100%
Anders Lönnqvist	Board Member	2000	Yes	Yes	854 663	(7/7)	100%
Bertil Villard	Board Member	2003	Yes	Yes	406 668	(7/7)	100%
Jan Söderberg	Board Member	2008	Yes	Yes	2 571 000	(7/7)	100%
Jens A. Wilhelmsen	Board Member	2008	Yes	No	1 0 000	(7/7)	100%
Stein Wessel-Aas	Deputy	2009	Yes	No	–	(6/7)	86%

(1) Where appropriate, including shares held by family members and holdings through companies as at December 31, 2010.

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## Work of the Board of Directors

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February 15, 2010	Year-end Report, development and valuation of portfolio companies, budget 2010, annual report 2010
April 6, 2010	Approval of the annual report and notice to the AGM
April 20, 2010	AGM, Q1 Interim Report, development and valuation of the portfolio companies, audit review for 2009
April 21, 2010	Statutory Board meeting, procedural plan for Board and Managing Director
August 24, 2010	Q2 Interim Report, development and valuation of portfolio companies
November 8, 2010	Q3 Interim Report, development and valuation of portfolio companies, strategy and development issues
December 7, 2010	Decision on distribution of WeSC and notice to the EGM

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### Board of Directors

The Board members are elected by the shareholders to serve a mandate period beginning at the AGM and ending at the close of the AGM the following year. There are no rules concerning the length of time a person may remain on the Board of Directors. Nominations are processed by the Nomination Committee.

Novestra's current Board consists of five members and one deputy member elected by the AGM. The Chairman is the only board member who works operatively in the day-to-day running of the company. The Managing Director is not a member of the Board. During the 2010 financial year, the Board convened for seven meetings. Between meetings of the Board continuous contact has been maintained between the company, the Chairman of the Board and other Board members. Board members were also continuously provided with written information of importance regarding the company. Novestra's Board complies and adopts a procedural plan for the Board every year, which includes the following stipulations:

- the Board of Directors shall meet at least five times a year;
- Members of the Board shall receive documentation regarding matters to be dealt with at Board meetings in good time prior to the meeting and be provided with a monthly report of the company's operations;
- In order to ensure that the Board maintains a dialogue with the auditors, the company's auditor shall participate in one board meeting annually and report on his or her observations from the annual auditing work.

The procedural plan also includes a description of matters to be dealt with at each board meeting and the specific resolutions to be passed at the statutory meeting. The procedural plan also provides instructions for the Managing Director.

On behalf of shareholders, the Board of Directors administers the company by establishing goals and strategies, evaluating the operational management and ensuring that systems are in place for monitoring and control of established goals.

Since the 2010 AGM, the Board of Directors has consisted of five members, Theodor Dalenson, Anders Lönnqvist, Jan Söderberg, Bertil Villard and Jens A. Wilhelmssen, and one deputy member, Stein Wessel-Aas. Theodor Dalenson was appointed Chairman by the AGM. More detailed information about Board members including age, education and other assignments is provided on pages 48-49.

### Audit issues

No Audit Committee is elected and audit issues are addressed by the Board of Directors as a whole at the ordinary board meetings, which means no committee meetings have been held separately. During the auditor's review of the company's accounts with the Audit Committee, the Managing Director leaves the room to give the Board the opportunity for private deliberation with the auditor. In addition, all Board members have the possibility to contact the auditor directly.

### Remuneration issues

No Remuneration Committee is elected and remuneration issues are addressed by the Board of

Directors as a whole at the ordinary board meetings, which means no committee meetings have been held separately. The main task of the Remuneration Committee is to prepare issues relating to remuneration and other compensation concerning the Managing Director and other employees who report directly to the Managing Director.

### **Managing Director**

The Managing Director, Johan Heijbel, is responsible for Novestra's day-to-day operations. The Managing Director's responsibilities cover ongoing investments and divestments, personnel, finance and accounting issues, regular contact with the company's stakeholders (such as public authorities and the financial markets) and ensuring that the Board receives the information it needs to make well-founded decisions. The Managing Director reports to the Board.

### **Auditors**

The company's auditors are appointed by the AGM annually. At Novestra's 2007 AGM, the registered firm of accountants KPMG AB was appointed, with authorized public accountant Ingrid Hornberg Román as head auditor. The task of the auditors is, on behalf of the shareholders, to audit the company's annual accounts, accounting records and the administration by the Board and Managing Director. The auditors also present an audit report to the AGM. The shareholders are welcome to put questions to the auditor at the AGM.

### **Remuneration to the Board and senior management**

Remuneration to the Board for the coming financial year is decided each year by the AGM. The 2010 AGM approved the proposed guidelines for remuneration and other compensation for senior management. In order to achieve long-term solid growth in shareholder value, Novestra's remuneration policy aims to offer total remuneration in line with the market to enable the right senior management and other personnel to be recruited and retained.

### **Internal control with regard to financial reporting**

This report on internal controls is prepared in compliance with the Swedish Code of Corporate

Governance and is thereby limited to internal controls in respect of financial reporting, internally with regard to the Board of Directors and externally in the form of interim reports, annual accounts and annual reports.

Pursuant to the Swedish Companies Act and the Swedish Code of Corporate Governance, the Board is responsible for the internal control. Internal control and risk management comprise a part of the Board's and management's governance and follow-up of business operations. Internal control is intended to ensure the appropriate and efficient management of operations, the reliability of financial reporting and compliance with laws, ordinances and internal regulations.

Internal control and risk management are an integral part of all processes at Novestra. Novestra's system of internal control and risk management with regard to financial reporting is designed to manage risk.

### **Control environment**

An effective control environment forms the foundation for the effectiveness of a company's internal control system. It is built on an organization with clear decision-making channels, powers of authorization and responsibilities that are defined by clear guidelines.

Novestra has policies, guidelines and detailed process descriptions for the various phases of each business flow, from transaction management to bookkeeping and the preparation of external reports, stipulating who is responsible for specific tasks. These governing documents are updated as needed to ensure they always reflect current legislation and regulations and changes in processes.

### **Risk assessment**

Risk assessment, i.e. the identification and evaluation of the company's risks is an annual process at Novestra. Risk assessment is done in the form of self-evaluation and also includes establishing action plans to mitigate identified risks. The primary risks present in Novestra's business activities are commercial risk, price risk attributed to shares in private and public holdings, and currency risk. Other risks that impact the company's financial operations are liquidity, interest rate and credit risk.

A more detailed description of Novestra's risks is available in the Board of Directors' report, page 52 and in Note 2, Risks.

regular monitoring of Novestra's IT environment, security and functionality.

### **Control Activities**

To ensure that the company's business is conducted efficiently and that financial reporting gives a true and fair picture at any one time, Novestra operations incorporate a number of control activities. These involve regular monitoring of risk exposure and monthly follow up of results as well as

### **Information and communication**

Guidelines are in place at Novestra to govern how financial information is communicated. One condition for accurate distribution of information is that effective procedures for information security must be in place.

## **Overview of Corporate Governance**

The company's highest decision making authority is the Annual General Meeting. The AGM is convened no less than once a year and has a predetermined agenda published in the Articles of Association, as well as any other matters submitted by shareholders to be addressed at the meeting.

Main items on the AGM agenda include submission of the annual report and the auditors' audit report and report on the administration of the Board and Managing Director for the period encompassed by the annual report. The AGM determines whether or not to discharge of the members of the Board of Directors and the Managing Director from liability.

Prior to the AGM the Nomination Committee prepares a proposal for the composition of the Board of Directors to serve a mandate period beginning at the AGM and ending at the close of the AGM the following year. The committee also proposes remuneration for the Chairman of the Board and other Board members. It is also the Nomination Committee's task, where appropriate, to propose auditors.

All shareholders or proxies present at the meeting having registered their participation as described in the notice have the right to vote for the full number of shares they own or represent. Shareholders also have the opportunity to put questions to the Board, Managing Director and Auditor.

The AGM elects a Board of Directors for a mandate period of one year. The Board appoints a Managing Director responsible for the day-to-day operations of the company. The division of responsibilities between the Board and the Managing Director is clearly detailed in instructions and formal work plans that have been approved by the Board.

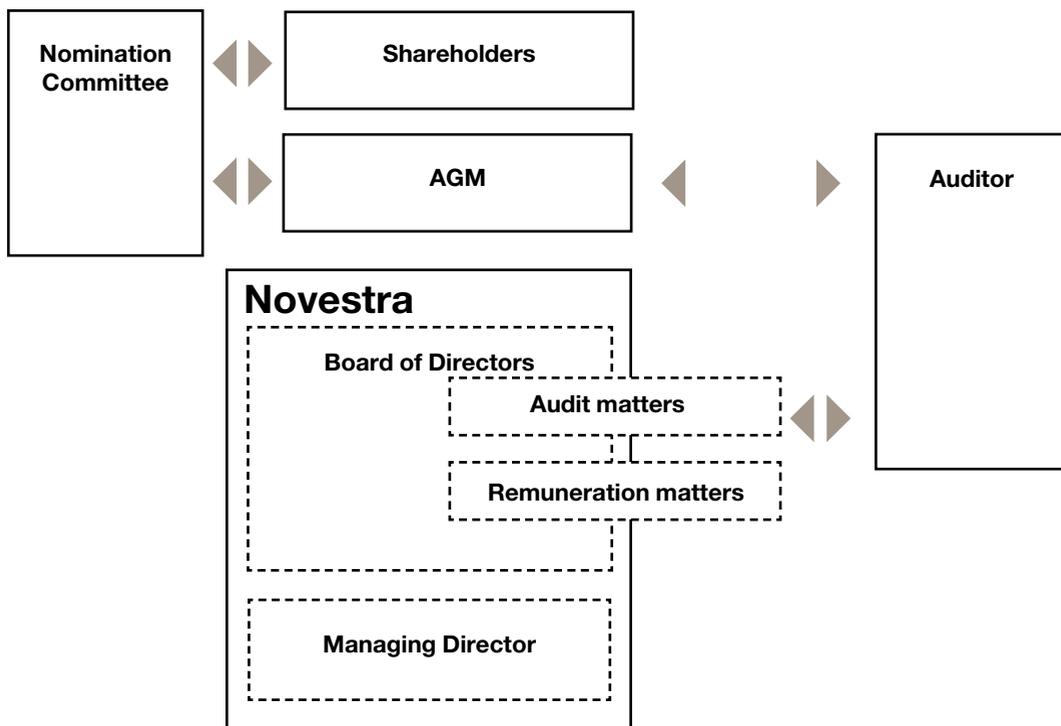
The 2011 AGM will take place on April 27, 2011. More detailed information about the AGM is presented on page 100.

**Follow-up**

Both the Board and management regularly follow up on the compliance and effectiveness of the company’s internal control processes to ensure the quality of its processes. Novestra’s financial situation and strategy regarding the company’s financial position are discussed at every Board meeting. The company’s internal controls are audited by external auditors and no internal audit is carried out due to the size of the company.

**Deviation from the Swedish Code of Corporate Governance**

The Nomination Committee proposed to the 2010 AGM that a deputy board member would be elected, and was successful. To appoint deputy board members is a deviation from the Swedish Code of Corporate Governance, but appropriate in Novestra’s case according to the Nomination Committee.



## Novestra Board of Directors

**Theodor Dalenson**  
Born 1959  
215 000<sup>1)</sup> shares  
in Novestra



**Theodor Dalenson, Chairman since 2000**, has been a board member of Novestra since 1997, when he co-founded the company. He has been the company's working Chairman since 2000. Mr. Dalenson has 20 years experience from business development and strategic planning and significant experience from work in public and private company Boards. Previous assignments include Chairman in Scribona AB, Carl Lamm AB and board member of Pergo AB and Connova AB. Education:

Law studies, Stockholm University. Other board duties include: Nove Capital Master Fund Ltd (Chairman), WeSC AB (Chairman), MyPublisher, Inc. Theodor Dalenson is also active in several international non-profit organizations, he is board member of the Guggenheim Foundation in New York, Aspen Art Museum and Americans for the Arts in Washington DC whereby he has served as Co-Chairman of Americans for the Arts Awards for the past three years.

**Anders Lönnqvist**  
Born 1958  
854 663<sup>1)</sup> shares  
in Novestra



**Anders Lönnqvist, board member since 2000**, has been active within a number of development and investment firms, including Hevea AB, Investment AB Beijer and Schatullet AB. Anders Lönnqvist is the Chairman and owner of Servisen Group AB. Education: Economy studies, Stockholm University. Other board duties include: Texcel International AB (Chairman), Novvago Capital AB, (Chairman), Stronghold Invest AB (Chairman) and SSRS Holding AB.

**Jan Söderberg**  
Born 1950  
2 571 000<sup>1)</sup> shares  
in Novestra



**Jan Söderberg, board member since 2008**, is an entrepreneur and investor with many years of management experience. Jan Söderberg has managed and divested a number of companies. Education: Graduate Business Administrator, University of Gothenburg. Previous board duties include Pergo AB, Elfa International AB (Chairman), member of Barack Obamas Financial Committee, member of the Democratic Party's Advisory Board in Washington DC. Other board duties include: Voddler Group AB (Chairman), Pearl Aircraft Corporation Ltd (Chairman) and Hardford AB.

(1) Where appropriate, shareholding in Novestra include shares held by family members and holdings through companies as at December 31, 2010.



**Bertil Villard**  
**Born 1952**  
**406 668<sup>1)</sup> shares**  
**in Novestra**



**Bertil Villard, board member since 2003**, is a lawyer, partner and Chairman at the law firm Vinge. He previously worked as a legal counsel for Swedish Match AB, Stora Kopparberg AB and Esselte AB (Chief Legal Counsel), and as Head of Corporate Finance at ABN Amro Alfred Berg Fondkommission. Education: Master of Law, Stockholm University. Other board duties include: Vinge AB (Chairman), AMF Pension AB (Chairman), Burgundy AB (Chairman) Landsort Care AB (Chairman), Lernia AB (Chairman) and deputy board member in Cleanergy AB, Prior & Nilsson Fond och Kapitalförvaltning AB, and Vodddler Group AB.

**Jens A. Wilhelmsen**  
**Born 1956**  
**10 000<sup>1)</sup> shares**  
**in Novestra**



**Jens A. Wilhelmsen, board member since 2008**, is the founder and Managing Partner of Anchor Capital Advisors (UK) Ltd. Jens A. Wilhelmsen has 30 years of management experience and as an investor. He founded Anchor Capital Advisors (UK) Ltd in the year 2000. To date, Anchor Secondary Group has started six funds which mainly acquire private holdings in Scandinavia. Education: Graduate Business Administrator, Norwegian School of Economics and Business Administration. Other board duties include: Anchor Capital Advisors (UK) Ltd, Hajfa Ltd and Hazel Shipping Ltd.

**Stein Wessel-Aas**  
**Born 1943**  
**0<sup>1)</sup> shares**  
**in Novestra**



**Stein Wessel-Aas, deputy board member since 2009**, is active within Anchor Capital Management Ltd. He has previously been Group Executive Vice President within Christiania Bank, between 1996-2001. During the period 1978-1996 he worked for Den Norske Bank in a number of posts and most recently as Group Executive Vice President. Before that, Stein Wessel-Aas has been active within Saga Petroleum, Hambros Bank Ltd and Hambros American Bank & Trust Co, amongst others. Education: An MBA from McMaster University, Canada and a BA from Oslo School of Business and Economics. Other board duties include: Anchor Capital Advisors (UK) Ltd, Storebrand Bank ASA and Hav Eiendom AS.

**Ingrid Hornberg Román**  
**Born 1959**  
**KPMG AB**  
**Authorized Public**  
**Accountant**



**Auditors,**  
**KPMG AB, Ingrid Hornberg Román**  
 Auditor in charge for Novestra since 2007.

## Management and employees

**During the financial year 2010, Novestra had four employees, including the Chairman of the Board, Theodor Dalenson.**

For further details regarding Theodor Dalenson, please refer to page 48.

**Johan Heijbel**  
Born 1975  
Managing Director  
78 333<sup>1)</sup> shares  
in Novestra



**Johan Heijbel, Managing Director since 2006,** and has previously worked as Novestra's CFO since 2002, and Controller and Investment Manager, since 2001. Prior to that, he was Novestra's Financial and Accounting Manager on a consulting basis from 1997 when the company was founded. Education: Courses in Business Administration and Law at Uppsala University and University of Gothenburg. Johan Heijbel is a board member of Diino Systems AB, Novestra Financial Services AB, Strax Group GmbH and Qbranch AB.

**Ruth Lidin**  
Born 1968  
Group Controller  
1 000<sup>1)</sup> shares  
in Novestra



**Ruth Lidin (1968) Group Controller since 2005,** has been working with economy at Novestra since 2001. Ms Lidin previously worked at Medtronic Synectics as Export Manager and later at ArthroCare Europe. Education: Business Logistic studies, RT College and Business Administration studies at FE Institute.

**Marcus Söderblom**  
Born 1972  
Vice President och  
Investment Manager  
100 175<sup>1)</sup> shares  
in Novestra



**Marcus Söderblom, Vice President since 2006, and Investment Manager since 2000.** Prior to that, Mr Söderblom worked at HQ Bank AB in the Corporate Finance Division and he has 15 years experience from business development and company transactions. Previous board duties include Scribona AB, Carl Lamm AB and Carl Lamm Holding AB. Education: Degree in Business Administration, Uppsala University. Marcus Söderblom is a board member of Explorica, Inc. (vice Chairman), Diino Systems AB (Chairman), Netsurvey Bolinder AB (Chairman) and WeSC AB.

<sup>1)</sup> Where appropriate, shareholding in Novestra include shares held by family members and holdings through companies as at December 31, 2010.

**The Board of Directors' report,  
financial statements  
and notes to the financial statements**

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The formal annual report as defined by "Swedish annual accounts act" (ÅRL) consists of the Board of Directors' report, financial statements and notes to the financial statements.

## The Board of Directors' report

The Board of Directors and the Managing Director of AB Novestra (publ), corporate identity number 556539-7709, hereby present the annual report and consolidated financial statements for the financial year January 1 – December 31, 2010.

Unless indicated otherwise, the information refers to the group and the parent company.

*All amounts are provided in SEK thousands (KSEK) unless indicated otherwise. Figures provided in parentheses refer to comparative figures for the previous year.*

### This is Novestra

Novestra is an independent investment company with a portfolio of private and public growth companies. Novestras private portfolio consists of, larger holdings in Diino Systems AB, Explorica, Inc., MyPublisher, Inc., Netsurvey AB, Qbranch AB and Strax Group GmbH. In addition, Novestra has an investment in WeSC AB, listed on First North. The Novestra share is listed on the Nasdaq OMX Stockholm under the symbol NOVE in the Small Cap section.

### Significant events during the year

There was continued positive development in the portfolio companies during 2010.

#### *The portfolio companies*

**Explorica**, based in Boston, USA, market and arrange educational and student travel. The company reached sales amounting to approximately MSEK 409, with an EBITDA result of approximately MSEK 23 for the financial year 2009/2010, which ended on August 31 2010. For the current financial year 2010/2011 a growth of approximately 15 percent with sales of approximately MSEK 470 is expected. The company historically has shown strong growth and expects to continue to deliver growth numbers during the coming years. Liquidity at the start of the current financial year amounted to over MSEK 50.

**MyPublisher**, based in New York, USA, produce and market high quality photo books and calendars via [www.mypublisher.com](http://www.mypublisher.com). Focus has been on increasing the company's margins and thereby increasing profitability during the last two years. The strategy succeeded and sales of approximately MSEK 199

were reached during 2010, with a growth of approximately 7 percent. The company's EBITDA margin increased during the year from 14 percent to 17 percent. For 2011, the company expects further improved margins and growth in sales of approximately 23 percent, amounting to sales of approximately MSEK 240. The company has a strong balance sheet and distributed dividends totaling approximately MSEK 14 to its shareholders during 2010, of which MSEK 3.3 was to Novestra.

**Qbranch** is one of Sweden's leading IT sourcing companies. Qbranch experienced longer sales cycles during the first six months of 2010 which led to the expected growth not occurring and sales for 2010 amounted to approximately MSEK 412. In comparison to the first half of 2010 the second half of the year was very strong sales wise, with several new contracts. The company is very optimistic for 2011. During 2010 Qbranch distributed MSEK 20 of which approximately MSEK 4.7 to Novestra. During September, Qbranch announced that the company is aiming for a listing during 2011.

**Strax** is one of Europe's leading distributors of mobile phone accessories. Sales for 2010 amounted to approximately MSEK 485 with a growth of 8 percent and a significantly stronger profitability than previously. In Sweden, Strax own brand Xqisit™ can be found in the stores of Telia, Tre and The Phone House. During the year Strax has been successful with its own brand sales which have resulted in higher gross margins. The positive development in the company has enabled a refinancing during 2010, whereby not only liquidity improved, but also a considerable strengthening of the balance sheet. The refinancing enabled Novestra to increase its ownership to 25 percent, with an option to increase to 32 percent. In connection with the refinancing Novestra guaranteed MEUR 1 out of the total financing of MEUR 10.

**Netsurvey**, who specialize in online employee and customer surveys, signed several new three year contracts during 2010 which resulted in sales increasing to MSEK 28, corresponding to a growth of 14 percent with satisfying margins. 2011 has started very well and growth is expected to continue during the coming years. During 2010 the company distributed MSEK 3 to its shareholders, of which MSEK 1.3 for Novestra. The company is reviewing its

strategic opportunities and has engaged a financial advisor.

**WeSC** is a lifestyle brand that has its roots in the skateboard culture and works with design, production and sales of clothes and accessories within the segment "street fashion". Sales for the first nine months of the split financial year 2010/2011 (May 2010 -Jan 2011) amounted to MSEK 322 which corresponds to an increase of 16 percent compared to the same period the previous year. The company's growth and margin goals for the current financial year entail sales of MSEK 440, corresponding to a growth of 20 percent with an operating margin of approximately 14-15 percent. The Annual General Meeting in September decided on a redemption procedure whereby SEK 5 per share would be distributed to the shareholders in October, which corresponds to approximately MSEK 4 for Novestra who own approximately 11 percent in WeSC, prior to distribution of part of the holding which was made after the end of the period. Novestra's ownership after distribution amounts to approximately 5.9 percent.

**Diino** offer one of the highest ranked back-up and online storage services on the market. The company's consumer services are marketed via [www.diino.com](http://www.diino.com). During 2009 the company launched an entirely new technical platform offering improved functionality and increased speed as well as a modified payment model for users which increased revenue for the company. During 2010 contracts were signed with Moderna Försäkringar, the Danish company ComX and also with one of Europe's largest telecom operators. Sales for 2010 amounted to approximately MSEK 5. Diino is currently involved in several very interesting negotiations. The company expects to reach profitability during 2011.

#### **Dividends and distributions**

During 2010, Novestra received dividends from MyPublisher amounting to 3 301 (8 282), Qbranch 4 665 (4 677), Netsurvey 1 359 (1 261) and others 41 (43). Furthermore, Novestra received 4 011 (3 760) through a redemption procedure in WeSC.

#### **Distribution of shares in WeSC to Novestra shareholders**

The Extraordinary shareholders meeting held on December 22, 2010, resolved on a distribution of 371 879 shares in WeSC. Distribution occurs through

a mandatory redemption procedure whereby shares in WeSC were distributed to the Novestra shareholders on February 11, 2011. The distribution corresponds to a value of MSEK 34. This distribution included, Novestra will have distributed a total of MSEK 331 to the shareholders during the last six years, corresponding to SEK 8.9 per share. A return of approximately 234 percent since 2002, or an annual return of 14.4 percent.

#### **Earnings and financial position**

##### *The group*

The group's earnings for the year amounted to -5 257 (43 000). The earnings include gross profit from investment activities totalling 12 428 (58 228), of which value changes amounted to 5 588 (43 965) and dividends amounted to 9 365 (14 263), sales expenses amounted to -2 525 (-). Sales expenses refer to calculated costs for Novestras variable remuneration based on the growth in value the distributed shares in WeSC generated for Novestra. The net earnings also include gross profit from other activities totalling 200 (750), administrative expenses amounting to -14 905 (-13 233) and net financial income of -2 940 (-2 569).

The balance sheet total amounted to 440 984 (437 831), of which equity (after the resolved distribution of 33 841) totalled 335 033 (374 131) corresponding to an equity/assets ratio of 76.0 (85.5) percent.

##### *The parent company*

The parent company's earnings for the year amounted to -5 110 (42 509). This figure includes gross profit from investment activities totalling 12 428 (58 228), of which earnings from shares and participations amounted to 5 588 (43 965), dividends 9 365 (14 263) and sales expenses amounted to -2 525 (-). Sales expenses refer to calculated costs for Novestras variable remuneration relating to the growth in value the distributed shares in WeSC generated for Novestra. The parent company's net earnings also include administrative expenses of -14 884 (-13 206) and net financial income totalling -2 654 (-2 513).

The balance sheet total amounted to 440 785 (437 082), of which equity (after the resolved distribution of 33 841) totalled 327 262 (366 213), corresponding to an equity/assets ratio of 74.3 (83.3). Changed accounting principles in the parent

company result in shares and participations in associated companies being accounted for at fair value in the income statements. The change has a retroactive effect and has therefore affected the reported value of shares and participations in associated companies for the previous year with 122 068 with a corresponding increase in equity as at January 1, 2009.

### Liquidity and financing

Cash and cash equivalents consists of cash and bank balances amounting to 3 975 (6 878) as at December 31, 2010. Cash and cash equivalents, including holdings in listed companies amounted to 77 448 (76 465). In addition, the group's unutilized credit facility amounted to 34 244 (40 805). Current liabilities to credit institutions totalled 65 756 (59 194).

### Investments and disposals

Investments during the year, including investments not affecting the cash flow, amounted to 8 599 (25 849), of which 8 553 (25 748) consisted of investments in fixed financial assets and 46 (101) investments in tangible assets. Of the investments in fixed financial assets, 4 959 (16 736) is attributed to WeSC, 3 000 (9 000) Diino and 594 (12) other. Remuneration for disposal of fixed financial assets during the year amounted to 4 011 (35 169) of which the amount for the year in its entirety is for redemption shares in WeSC (3 760).

### Significant events after the end of the period

The Extraordinary shareholders meeting held on December 22, 2010, resolved on a distribution of shares in WeSC. Distribution occurs through a mandatory redemption procedure whereby shares in WeSC were distributed to the Novestra shareholders on February 11, 2011. Development in the portfolio companies has been very good so far during 2011. No significant events have incurred after the end of the period as of the signing of this annual report.

### Future opportunities

Novestra believes that the portfolio companies will develop better during 2011 than the previous year, and that the prerequisites for a very positive growth in value will increase as the EBIT result is expected to increase more than the sales growth. Discussions concerning divestment of Novestras portfolio companies generally will be held when the valuation of the companies meet the Board of Directors and the management's expectations. At the same time,

Novestra will continue to evaluate and make occasional investments in listed companies which are considered to have a substantial value growth potential. Novestra's shareholders shall benefit from the generated values both through growth in value of shares and through dividends or other distributions. Novestra intends to, as much as possible, optimize the value of the portfolio and it is therefore difficult to assess precisely a time when shareholders can expect dividends and distributions derived from sales of the portfolio. It is also possible for Novestra to distribute the holdings in the portfolio to the shareholders if this is deemed suitable or favorable, for example, with a forthcoming listing of a portfolio company.

There is no additional capital need in Novestra, or in any of the larger portfolio companies.

### Risk

The primary risks present in Novestra's business activities are commercial risk, price risk attributed to shares in private and public holdings, and currency risk. Other risks affecting Novestra's financial operations are liquidity, interest rate and credit risk. The work of carrying out analyses and assessing risk is a continual process. This work is done by management and reported to the Board of Directors. For a more detailed account on the risks, please see Note 2.

### Corporate Governance

#### *Legislation and Articles of Association*

AB Novestra's corporate governance is regulated by Swedish law, by the Swedish Companies Act, the Code for Swedish Corporate Governance and the regulations stated in the Listing Agreement of the Nasdaq OMX Stockholm. Novestra shall, when conducting business, follow the rules in the company's Articles of Association. More information on Corporate Governance is provided on pages 42-47.

### Share and ownership structure

The Novestra share is listed on the Nasdaq OMX Stockholm (Small Cap) under the ticker symbol NOVE. It is the parent company AB Novestra's share that is listed and the reported share capital in the group constitutes the parent company's share of capital. Share capital in the parent company amounts to 37 187 973 SEK, with an equal number of shares with a quota value of SEK 1.00 each, see Note 15. There is only one type of share and all shares have equal voting rights at the general

meeting. There are no restrictions regarding the number of votes a shareholder can vote for at the general meeting. In addition to the legal provisions there are no limitations in the company's Articles of Association regarding the appointment of, or dismissal of Board members or changes to the Articles of Association.

As at December 31, 2010 the company had a total of 2 039 shareholders. The ten largest shareholders' holdings as at December 31, 2010 amounted to 81.1 percent of the total number of outstanding shares and votes in the company. There are a total of two shareholders as at December 31, 2010 who have reported a holding of at least ten percent in Novestra through Disclosure Notices. Nove Capital Master Fund reported a holding of 26.72 percent and Anchor Capital reported a holding of 28.55 percent of the total number of outstanding shares and votes in the company. As far as the company is aware employees in the company hold no indirect shares in the company, through pension funds or similar, for which the employees cannot directly exercise voting rights.

The Annual General Meeting in 2010 resolved to authorize the Board of Directors to up until the next Annual General Meeting and on one or several occasions, and with or without preferential rights for the shareholders, decide on a share issue of a maximum of 6 000 000 new shares for payment in cash, through contribution in kind or by set-off. In addition, there are no other share related authorizations for the Board of Directors.

There are no pre-emption clauses, right of first refusal clauses, or other restrictions in court to transfer shares in the company legally, in the company's Articles of Association or any agreement or other deed involving the company. As far as the company is aware there are no other agreements in which the company is not involved in such as agreement between shareholders which possibly may entail restrictions in court regarding transfer of shares in the company.

The company is not involved in any significant agreement containing such conditions that cause effect, change or cease to be valid in the case that control of the company changes, which also includes agreements with the Board of Directors and the employees. Long term, however, a significant

change in the control of the company may, for example, result in credit institutions may no longer extend or renew loan agreements, or demand changes in the current conditions upon extending the loan agreement.

### **Investor Relations**

Novestra's information to shareholders is provided via annual, year-end and interim reports and press releases on the company's website. Reports and press releases from previous years can also be found on the website.

### **Environment**

Novestra does not conduct operations requiring environmental permits or any obligation to report in accordance with environmental laws. Novestra's environmental impact is negligible but the company works actively to minimize its operations' environmental impact. The basis for the environmental work is a common environmental awareness.

### **Proposal to decide on guidelines for remuneration for the Management and employees**

The Board of Directors proposes that the Annual General Meeting 2011 resolves to approve the Board of Directors' proposal regarding guidelines for remuneration of the management and employees as set forth below. The proposal substantially complies with earlier applied guidelines for remuneration of the management and also the bonus program for the company's employees. The Board of Directors as a whole serves as a remuneration committee in relation to matters regarding remuneration and other terms of employment for the management of the company.

The company shall offer conditions in line with the market which will enable the company to recruit and retain competent personnel. The remuneration of the management of the group shall consist of fixed salary, variable remuneration, pension and other customary benefits. The remuneration is based on the commitment and performance of the individual in relation to individual objectives and joint objectives for the company which have been determined in advance. The individual performance is continuously evaluated.

The fixed salary is in general reviewed on a yearly basis and shall be based on the qualitative performance of the individual. The fixed salary of the

Managing Director, the management and employees shall be in line with the market. The company's employees (including the working Chairman of the company) shall as a group be entitled to an annual variable remuneration from the company in accordance with the current employee contracts. The total variable remuneration to the employees shall, as a total cost for the company, correspond to ten percent of the net return from disposals of the company's holdings in companies, made during the year to which the variable remuneration is attributable. The return from holdings shall be calculated as the amount received at the disposal less the carrying value before the company began to apply IFRS (plus additional new or add-on investments with deduction for eventual dividends or distributions. Thus, the variable remuneration is not affected by unrealized changes in value. The distribution of the total variable remuneration among the company's employees shall be resolved upon by the Board of Directors (without participation of disqualified Directors, if any). An individual employee shall not be guaranteed a certain minimum share of the total variable remuneration. Furthermore, the variable remuneration to an individual employee shall not exceed an amount corresponding to five times the annual base salary of the employee for the year which such variable remuneration is attributable to. The variable remuneration includes vacation pay and shall not constitute pensionable income. The company shall deduct preliminary income tax and social security contributions from the above variable remuneration. The cost of the variable remuneration plan for the company is linear in relationship to the net return from disposals of the company's holdings in companies. The total cost for the company, at the current yearly base salary levels, can at a maximum amount to approximately MSEK 32 and occurs at a net return of in total approximately MSEK 319. Remuneration shall be in accordance with the employment contracts.

For 2010 the remuneration according to the

employment contracts amounted to a total of SEK 2 525 056. The variable remuneration shall be in accordance to each individual's employment contract which shall be accounted for at each annual meeting.

The Board of Directors may, if special circumstances are at hand in a certain case, decide to deviate from the guidelines.

Information regarding remuneration to the Board of Directors, management and employees during the financial year 2010 is concluded in Note 7.

#### **Proposed distribution of earnings in the parent company (KSEK)**

At the disposal of the Annual General Meeting is:

Retained earnings	287 684
Profit/Loss for the year 2010	-5 110
<b>Total</b>	<b>282 574</b>

The Board of Directors propose that the loss for 2010, -5 110 409 together with the retained earnings, 287 684 476, totalling 282 574 067 be transferred to retained earnings.

For further information regarding the company's earnings and financial position, please refer to the income statement, balance sheet, cash flow statement and the corresponding notes to the financial statements.



## Consolidated income statements

SEK thousands		01/01/2010 12/31/2010	01/01/2009 12/31/2009
	NOTE		
<b>Investment activities</b>	4		
Changes in value		5 588	43 965
Dividends		9 365	14 263
Sales expenses		-2 525	-
<b>Gross profit/loss investment activities</b>		<b>12 428</b>	<b>58 228</b>
<b>Other operations</b>	5		
Net sales		200	750
<b>Gross profit/loss other operations</b>		<b>200</b>	<b>750</b>
<b>Gross profit/loss</b>		<b>12 628</b>	<b>58 978</b>
Administrative expenses	6, 7, 8, 9	-14 905	-13 233
<b>Operating profit/loss</b>		<b>-2 277</b>	<b>45 745</b>
Financial income	10	45	16
Financial expenses	10	-2 985	-2 585
<b>Net financial items</b>		<b>-2 940</b>	<b>-2 569</b>
<b>Profit/loss before tax</b>		<b>-5 217</b>	<b>43 176</b>
Taxes	11	-40	-176
<b>Profit/loss for the year <sup>(1)</sup></b>		<b>-5 257</b>	<b>43 000</b>
Result per share, SEK		-0,14	1,16
Average number of shares during the period <sup>(2)</sup>		37 187 973	37 187 973

## Statement of Comprehensive Income, SEK thousands

Profit/loss for the year	-5 257	43 000
Total comprehensive income for the year	-	-
<b>Total comprehensive income for the year <sup>(1)</sup></b>	<b>-5 257</b>	<b>43 000</b>

(1) The result for the year and the total comprehensive income for the year is attributed to the parent company's shareholders.

(2) No dilution exists, which entails that the result prior to and after dilution are the same, see Note 15.

## Consolidated balance sheets

SEK thousands	NOTE	12/31/2010	12/31/2009
<b>Assets</b>			
<b>Fixed assets</b>			
Equipment	12	1 213	1 250
Shares and participations	13	431 867	421 737
<b>Total fixed assets</b>		<b>433 080</b>	<b>422 987</b>
<b>Current assets</b>			
Prepaid expenses and accrued income		3 035	6 777
Other receivables		894	1 189
Cash and cash equivalents	14	3 975	6 878
<b>Total current assets</b>		<b>7 904</b>	<b>14 844</b>
<b>Total assets</b>		<b>440 984</b>	<b>437 831</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Share capital	15	37 188	37 188
Other contributed equity		443 448	477 289
Retained earnings, including profit/loss for the year		-145 603	-140 346
<b>Total equity</b>		<b>335 033</b>	<b>374 131</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Interest-bearing liabilities	16	65 756	59 194
Accounts payable		360	994
Tax liabilities		216	987
Other liabilities	16	34 134	298
Accrued expenses and prepaid income		5 485	2 227
<b>Total current liabilities</b>		<b>105 951</b>	<b>63 700</b>
<b>Total liabilities</b>		<b>105 951</b>	<b>63 700</b>
<b>Total equity and liabilities</b>		<b>440 984</b>	<b>437 831</b>

See Note 17 for information on the group pledged assets and contingent liabilities.

## Consolidated statement of change in equity

SEK thousands	Share capital	Other contributed equity	Retained earnings incl. profit/loss for the year	Total equity
<b>Opening balance 01/01/2009</b>	<b>37 188</b>	<b>477 289</b>	<b>-183 346</b>	<b>331 131</b>
Total comprehensive income 2009	-	-	43 000	43 000
<b>Balance at year end 12/31/2009</b>	<b>37 188</b>	<b>477 289</b>	<b>-140 346</b>	<b>374 131</b>
Total comprehensive income 2010	-	-	-5 257	-5 257
Beslutad utskiftning till aktieägarna <sup>(1)</sup>	-18 594	-15 247	-	-33 841
Beslutad fondemission <sup>(1)</sup>	18 594	-18 594	-	-
<b>Balance at year end 12/31/2010</b>	<b>37 188</b>	<b>443 448</b>	<b>-145 603</b>	<b>335 033</b>

As at December 31, 2010, share capital amounted to SEK 37 187 973 distributed over an equal amount of shares, corresponding to a quota value of SEK 1.00.

(1) The Extraordinary General Meeting, held December 22, 2010, resolved on a distribution of shares in WeSC. Distribution occurs through a mandatory redemption procedure, with the shares in WeSC distributed to Novestras shareholders on February 11, 2011. In accordance with IFRIC 17.10 the distribution has been accounted for as a decrease in equity as at December 31, 2010 corresponding to the closing date value of the underlying WeSC shares. The corresponding amount has been accounted for within the post current liabilities. The resolved share split was registered with the Swedish Companies Registration Office on January 3, 2011 and the bonus issue on February 7, 2011.

Further information on the group's equity is available in Note 15.

## Consolidated statements of cash flows

SEK thousands	NOTE	01/01/2010 12/31/2010	01/01/2009 12/31/2009
<b>Operating activities</b>			
Profit/loss before tax		-5 217	43 176
Adjustments for income items from operations not included in the cash flow and do not affect the cash flow:			
Adjustments for earnings impact of financial instruments valued at fair value		-5 588	-44 002
Adjustments for other non-cash items		82	99
Paid taxes		-437	-294
<b>Funds provided from operations prior to changes in working capital</b>		<b>-11 160</b>	<b>-1 021</b>
Details of changes in working capital:			
Increase (-)/Decrease (+) in current receivables		4 038	-4 285
Increase (+)/Decrease (-) in current liabilities		2 245	-368
<b>Cash flow from operations</b>		<b>-4 879</b>	<b>-5 674</b>
<b>Investment activities</b>			
Investments in tangible assets		-46	-101
Investments in financial assets		-8 553	-25 736
Proceeds from sale of financial assets		4 011	35 169
<b>Cash flow from investment activities</b>		<b>-4 588</b>	<b>9 332</b>
<b>Financing activities</b>			
Changes of interest-bearing liabilities		6 562	-6 307
<b>Cash flow from financing activities</b>		<b>6 562</b>	<b>-6 307</b>
<b>Cash flow for the year</b>	18	<b>-2 903</b>	<b>-2 649</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>6 878</b>	<b>9 527</b>
<b>Cash and cash equivalents at the end of the year</b>		<b>3 975</b>	<b>6 878</b>

Cash and cash equivalents consist entirely of cash and bank balances. In addition to the reported cash and cash equivalents, Novestra holds listed shares and participations to a value of 73 473 (69 587). In addition, the group has an unutilized credit facility of a total of 34 244 (40 805).

## The parent company's income statements

SEK thousands	NOTE	01/01/2010 12/31/2010	01/01/2009 12/31/2009
<b>Investment activities</b>			
	20		
Result from shares and participations		5 588	43 965
Dividends		9 365	14 263
Sales expenses		-2 525	-
<b>Gross profit/loss</b>		<b>12 428</b>	<b>58 228</b>
Administrative expenses	21, 22, 23	-14 884	-13 206
<b>Operating profit/loss</b>		<b>-2 456</b>	<b>45 022</b>
<b>Result from financial items</b>			
Interest income and similar income	24	45	16
Interest expense and similar charges	24	-2 699	-2 529
<b>Profit/loss after financial items</b>		<b>-5 110</b>	<b>42 509</b>
Current taxes		-	-
<b>Profit /loss for the year</b>		<b>-5 110</b>	<b>42 509</b>
<b>Statement of comprehensive income, SEK thousands</b>			
Profit/loss for the year		-5 110	42 509
Total comprehensive income for the year		-	-
<b>Total comprehensive income for the year</b>		<b>-5 110</b>	<b>42 509</b>

## The parent company's balance sheets

<b>SEK thousands</b>				
<b>Assets</b>	<b>NOTE</b>	<b>12/31/2010</b>	<b>12/31/2009</b>	<b>01/01/2009</b>
<b>Fixed assets</b>				
<b>Tangible fixed assets:</b>				
Equipment	25	1 213	1 250	1 258
<b>Financial fixed assets:</b>				
Shares and participations in group companies	26	100	100	100
Shares and participations in associated companies	27	298 900	272 250	270 150
Other shares and participations	28	132 967	149 487	117 007
		431 967	421 837	387 257
<b>Total fixed assets</b>		<b>433 180</b>	<b>423 087</b>	<b>388 515</b>
<b>Current assets</b>				
<b>Receivables:</b>				
Receivables from associated companies		3 000	6 763	2 000
Other receivables		35	14	13
Prepaid expenses and accrued income		694	439	535
		3 729	7 216	2 548
Cash and bank balances		3 876	6 779	9 428
<b>Total current assets</b>		<b>7 605</b>	<b>13 995</b>	<b>11 976</b>
<b>Total assets</b>		<b>440 785</b>	<b>437 082</b>	<b>400 491</b>

## The parent company's balance sheets

<b>SEK thousands</b>				
<b>Equity and liabilities</b>	<b>NOTE</b>	<b>12/31/2010</b>	<b>12/31/2009</b>	<b>01/01/2009</b>
<b>Equity</b>	29			
<b>Restricted equity:</b>				
Share capital		37 188	37 188	37 188
Statutory reserve		7 500	7 500	7 500
		44 688	44 688	44 688
<b>Non-restricted equity:</b>				
Accumulated profit/loss		287 684	279 016	279 016
Profit/loss for the year		-5 110	42 509	-
		282 574	321 525	279 016
<b>Total equity</b>		<b>327 262</b>	<b>366 213</b>	<b>323 704</b>
<b>Liabilities</b>				
<b>Current liabilities:</b>				
Interest-bearing liabilities	30	65 756	59 194	65 501
Accounts payable		360	994	881
Inter-company debt	31	7 809	8 177	7 412
Other liabilities	30	34 132	295	637
Accrued expenses and prepaid income	32	5 466	2 209	2 356
		113 523	70 869	76 787
<b>Total liabilities</b>		<b>113 523</b>	<b>70 869</b>	<b>76 787</b>
<b>Total equity and liabilities</b>		<b>440 785</b>	<b>437 082</b>	<b>400 491</b>
<b>Assets pledged and contingent liabilities</b>				
Pledged assets	33	169 363	167 585	133 975
Contingent liabilities	33	8 990	None	None

## The parent company's statement of changes in equity

<b>SEK thousands</b>	Share capital	Other contributed equity	Retained earnings incl. profit/loss for the year	Total equity
<b>Opening balance 01/01/2009</b>	<b>37 188</b>	<b>7 500</b>	<b>156 948</b>	<b>201 636</b>
Effect of changed accounting principles <sup>(1)</sup>	-	-	122 068	122 068
<b>Adjusted equity as at January 1, 2009</b>	<b>37 188</b>	<b>7 500</b>	<b>279 016</b>	<b>323 704</b>
Profit/loss for the year 2009	-	-	42 509	42 509
<b>Balance at year end 12/31/2009</b>	<b>37 188</b>	<b>7 500</b>	<b>321 525</b>	<b>366 213</b>
Profit/loss for the year 2010	-	-	-5 110	-5 110
Resolved distribution to the shareholders <sup>(2)</sup>	-18 594	-	-15 247	-33 841
Resolved bonus issue <sup>(2)</sup>	18 594	-	-18 594	-
<b>Balance at year end 12/31/2010</b>	<b>37 188</b>	<b>7 500</b>	<b>282 574</b>	<b>327 262</b>

As at December 31, 2010, share capital amounted to SEK 37 187 973 distributed over an equal amount of shares, corresponding to a quota value of SEK 1.00.

(1) As of the financial year 2010, shares and participations in associated companies is reported at fair value through the result in the parent company. The effect is that all relevant historical figures presented has been recalculated according to the same principle to ensure comparability. The initial effect, effecting the opening balance as of January 1, 2009, amounts to 122 068. This effect has been reported as a increase of financial fixed assets, with corresponding increase of shareholders equity.

(2) The Extraordinary General Meeting, held December 22, 2010, resolved on a distribution of shares in WeSC. Distribution occurs through a mandatory redemption procedure, with the shares in WeSC distributed to Novestras shareholders on February 11, 2011. In accordance with IFRIC 17.10 the distribution has been accounted for as a decrease in equity as at December 31, 2010 corresponding to the closing date value of the underlying WeSC shares. The corresponding amount has been accounted for within the post current liabilities. The resolved share split was registered with the Swedish Companies Registration Office on January 3, 2011 and the Bonus issue was registered on February 7, 2011.

Further information on the parent company's equity is available in Note 29.



## The parent company's statement of cash flows

SEK thousands	NOTE	01/01/2010 12/31/2010	01/01/2009 12/31/2009
<b>Operating activities</b>			
Profit/loss for the year before tax		-5 110	42 509
Adjustments for income items from operations not included in the cash flow and do not affect the cash flow:			
Adjustments for earnings impact of financial instruments valued at fair value		-5 588	-43 965
Adjustments for other non-cash items		82	59
Paid taxes		-	-
<b>Funds provided from operations prior to changes in working capital</b>		<b>-10 616</b>	<b>-1 397</b>
<b>Details of changes in working capital</b>			
Increase (-)/Decrease (+) in current receivables		3 487	-4 668
Increase (+)/Decrease (-) in current liabilities		2 251	391
<b>Cash flow from operations</b>		<b>-4 878</b>	<b>-5 674</b>
<b>Investment activities</b>			
Investments in tangible assets		-46	-101
Investments in financial assets		-8 553	-25 736
Proceeds from sale of financial assets		4 011	35 169
<b>Cash flow from investment activities</b>		<b>-4 588</b>	<b>9 332</b>
<b>Financing activities</b>			
Changes in interest-bearing liabilities		6 562	-6 307
<b>Cash flow from financing activities</b>		<b>6 562</b>	<b>-6 307</b>
<b>Cash flow for the year</b>	34	<b>-2 903</b>	<b>-2 649</b>
<b>Cash and bank at the beginning of the year</b>		<b>6 779</b>	<b>9 428</b>
<b>Cash and bank at the end of the year</b>		<b>3 876</b>	<b>6 779</b>

## Notes to the financial statements, KSEK

### 1. Accounting principles

#### Statement of compliance

The consolidated financial statements were prepared in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB). Furthermore, the Swedish Financial Accounting Standards Council's recommendation RFR 1 Supplemental accounting regulations for groups, was applied.

The parent company applies the same accounting principles as the group with exception of that which is stated under the section "parent company's accounting principles" below. The deviations that exist between the parent company's principles and the consolidated principles are due to the limitations in applying IFRS in the parent company as a result of the Annual Accounts Act and in some cases for tax reasons.

#### Basis of preparation of consolidated financial reports and parent company reports

The parent company's functional currency is Swedish kronor (SEK) which also constitutes the reporting currency of the parent company and the group. Therefore the financial reports are presented in Swedish kronor. All figures are rounded to the nearest thousand unless otherwise stated. Assets and liabilities are carried at the historical acquisition cost. Financial assets and liabilities are carried at amortised cost, except for certain financial assets and liabilities which are carried at fair value. Financial assets and liabilities carried at fair value consist of derivative instruments and financial assets classified as "financial assets carried at fair value through profit or loss".

Non-current assets and disposal groups that are classified as held for sale are carried at the lower of the carried value and the fair value, less costs to sell. Financial assets which are held for sale are accounted for at fair value prior to reclassification to assets held for sale, are also accounted for at fair value without deduction of sales costs.

Preparing the financial reports in accordance with IFRS requires the senior management to make assessments and estimates as well as assumptions that affect the application of the accounting principles and the reported amounts of assets, liabilities, revenues and expenses. The estimates and assumptions are based on historic experience and a number of other factors, which under current conditions are considered to be reasonable. The results of these estimates and assumptions are then used to assess the carried values of assets and liabilities, which are not otherwise clearly presented in other sources. The actual outcome can deviate from these estimates and assessments.

The estimates and assumptions are regularly reviewed. Changes of estimates are reported in the period the change is made if the change only affected this period, or in the period the change is made and in future periods if the change affects both the period in question and future periods.

Assessments made by the senior management in the application of IFRS which have a significant impact on the financial reports and estimates and which can entail significant adjustments in the financial reports of ensuing years are described in Note 13.

The consolidated principles stated below were consistently applied to all periods presented in the consolidated financial reports unless otherwise stated below. The consolidated principles were consistently applied to the reporting and consolidation of the parent company and subsidiaries.

#### Changed accounting principles

A number of new standards, amendments to standards and interpretations entered into force from January 1, 2010. The standards that have been applied for the 2010 financial have not had any significant effect on the group's reported result or financial position.

### **Standards that may effect in certain situations that may arise in the future**

- IFRS 3, Business Combinations, effects how the group reports eventual future acquisitions.
- IAS 27, Consolidated and Separate Financial Statements, effects accounting of eventual future acquisitions.
- IAS 39, Financial Instruments, in situations relating to hedge accounting.

From 2010, Novestra applies IFRIC 17, Distribution of Non-Cash Assets to owners. This interpretation deals with issues related to dividends paid with assets other than cash. The liability for the dividend is recognized at fair value when the dividend is adopted, with profit/loss brought forward as the counter item. In conjunction with the expiry of reporting periods and at the date for the distribution of the dividend, the liability is fair valued, with the change in value recognized in equity. When the dividend is realized, the difference between the liability's fair value and the carrying amount of the assets is recognized on a separate line in profit/loss for the year. This interpretation has had a material effect on Novestra in 2010 with regard to the distribution of shares in WeSC to Novestra's shareholders. For more information about the effect on this year's financial statements see Notes 15 and 29.

### **New and amended accounting standards and interpretations which have not yet been applied**

A number of new standards, amendments to existing standards, and interpretations entered into force for the financial year 2011 and later. These were not applied when drawing up the financial statements for the 2010 financial year. The changes, applicable from January 1, 2011, are not expected to have any significant effect on the group's financial result and position. However, the following amendments are worth noting in this context:

- IFRS 9, Financial Instruments, intended to replace IAS 39 Financial Instruments. Changes are expected to come into effect in several stages where the first stage will primarily effect classification and valuation of financial assets and liabilities.
- IAS 32, Financial Instruments: Classification of Rights issues.
- IFRS 7, Financial Instruments: Information regarding transfer of financial assets.

### **Segment reporting**

A business segment is a part of the group that manages operations from which it can generate revenue and absorbs costs for which there is independent financial information available. The business segments result is followed up by the company's most senior manager, in Novestra's case, the Managing Director, to evaluate the result as well as allocating resources to the business segment. Novestra follows up the portfolio company depending on the purpose with holding. All portfolio companies are held as investments with the same purpose of further developing the companies and increasing value over time. Therefore they are followed up and reported for as a unit.

### **Classification etc.**

Non-current assets and long-term liabilities essentially include amounts expected to be recovered or paid after more than twelve months calculated after closing date. Current assets and short-term liabilities in the parent company and the group include amounts expected to be recovered or paid within twelve months calculated from the closing date.

### **Consolidation principles**

#### ***Subsidiaries***

Subsidiaries are companies controlled by the parent company, AB Novestra. Control directly or indirectly entails a right to govern a company's financial and operational strategies in order to obtain financial benefits. In the assessment of whether control exists, potential shares entailing voting rights, which can be utilized or converted without delay, shall be taken into consideration.

Subsidiaries are accounted for by the purchase method. This method implies that the acquisition of a subsidiary is viewed as a transaction through which the group indirectly acquires the subsidiary's assets and assumes its liabilities and contingent liabilities. The acquisition value in the group is set through an acquisition analysis in connection with the acquisition. In the analysis, the acquisition value of the shares or the business and the fair value on the date of acquisition of the acquired identifiable assets and assumed liabilities and contingent liabilities are determined.

The acquisition value of the subsidiary's shares or business is the aggregate of the fair values as at the date exchange of assets, incurred or assumed liabilities, issued equity instruments provided as compensation in exchange for the acquired net assets and any costs that are directly attributed to the acquisition. In business combinations where the acquisition cost exceeds the net value of the identifiable acquired assets and assumed liabilities and contingent liabilities, the difference is reported as goodwill. When the difference is negative, it is recognized directly in profit or loss. The subsidiary's financial reports are included in the consolidated financial statements as of the date of acquisition until the date when control no longer exists.

Intra-group receivables and liabilities, revenues or expenses and unrealized gains or losses that arise from the intra-group transactions between group companies are eliminated in the preparation of the consolidated financial statements. In the fiscal year, no transactions have occurred between companies in the group.

### **Associated companies**

Associated companies are companies where the group has significant influence, but not control, over the operational and financial management, usually through participation holdings between 20 and 50 percent of votes. AB Novestra primarily conducts a venture capital business. The investments, where Novestra has significant influence, are not operationally or strategically separated from other shares and participations, and all holdings are treated equally in the company's investment portfolio. In accordance with IAS 28, share related investments including those where Novestra has a significant influence are carried at fair value with value changes through profit and loss as per IAS 39. No associated companies are reported in accordance with the equity method in the consolidated financial statements.

### **Foreign currency transactions**

Foreign currency transactions are translated to the functional currency at the exchange rate of the transaction date. The functional currency is the currency of the primary economic environments in which the companies conduct business. Monetary assets and liabilities in foreign currency are translated to the functional currency at the exchange

rate of the closing date. Exchange rate differences that arise in translation are recognized in the income statement. Non-monetary assets and liabilities that are measured in terms of historic cost are translated at the exchange rate of the transaction date. Non-monetary assets and liabilities carried at fair value are translated to the functional currency at the rate prevailing at the date the fair value was determined.

## **Revenues**

### **General**

Consolidated revenues consist primarily of revenues from the sale of shares and participations, value changes attributable to shares and participations and dividends received, which are reported as "Investment activities", and remuneration for services carried out which are reported as "Other operations" in the income statement.

### **Shares and participations**

Revenues attributable to the sale of shares and participations and changes in value arising in the period are reported in the income statement as "Changes in value". Revenues from the sale of shares and participations are normally reported on the trade date if risks and benefits have not been transferred to the buyer on a later occasion.

### **Dividends**

Revenues from dividends are reported when the right to obtain payment has been established.

### **Implementation of services**

Revenues from service assignments are reported in the income statement based on the degree of completion on the closing date. Revenues are not reported if it is likely that the financial benefits will not go to the group.

## **Sales expenses, operating costs and financial income and expenses**

### **Sales expenses**

Costs relating to Novestras variable incentive scheme are accounted for as sales expenses. The remuneration is calculated on the growth in value of individual holdings that are divested/distributed and the current model is resolved by the 2010 Annual General Meeting.

**Operating costs**

All operating costs are carried in the income statement as administrative expenses. Administrative expenses are comprised of personnel costs, costs of premises, travel expenses and depreciation.

**Costs concerning operational lease agreements**

Costs concerning operational lease agreements are recognized in the income statement on a straight-line basis over the term of the lease. Incentives received in connection with the signing of an agreement are recognized as a part of the total leasing cost in the income statement. Variable costs are accounted for in the period they occur.

**Financial income and expenses**

Financial income and expenses consist of income from interest on bank balances, receivables and interest-bearing securities, and interest expenses on loans and exchange rate differences.

Income from interest on receivables and interest expenses from liabilities are calculated based on the effective interest method. The effective interest rate, is the interest rate that is the present value of all estimated future payments and deposits during the expected fixed interest term the same as the carried value of the receivable or liability.

**Financial instruments**

Financial instruments recognized in the balance sheet include, on the asset side, cash and cash equivalents, accounting receivables, shares and other equity instruments, loan and bond receivables and derivatives. Among liabilities and equity are accounts payable and loans.

**Accounted for and removed from the balance sheet**

A financial asset or financial liability is accounted for in the balance sheet when the company becomes a party to the instrument's contractual provisions. Accounts receivable are accounted for in the balance sheet when invoices have been sent. Liabilities are accounted for when the opposite party has delivered and contractual obligations to pay exist, even if an invoice has not yet been received. Accounts payable are accounted for when invoices are received.

A financial asset is removed from the balance sheet when the contractual rights in the agreement are realized, expire or the company loses control of them. The same applies to partial financial assets. A financial liability is removed from the balance sheet when the obligation in the agreement is fulfilled or otherwise extinguished. The same applies to partial financial liabilities. Purchase and sale of financial assets are reported on the transaction date, which constitutes the date the company pledges to acquire or sell the asset.

**Classification and evaluation**

Financial assets initially are accounted at acquisition value corresponding to the instruments' fair value with adjustment for transaction costs, apart from those belonging to the category financial assets which are accounted for at fair value through profit and loss, which is accounted for at fair value excluding transaction costs. The financial instrument is classified by the purpose the instrument was acquired for which therefore effects the accounting.

**Financial assets recognized at fair value through profit or loss**

This category consists of financial assets which are continuously accounted for at fair value with any change in value through profit or loss. The category consists of two sub-groups: financial assets held for trade and other financial assets that the company has initially chosen to place in this category. A financial asset is classified as a holding held for trade if it has been acquired with the purpose of being sold in the near future. Options are classified as holdings for trade apart from when they are used for hedge accounting. Novestra has to the latter sub-group chosen to assign in primary accounting, financial assets that according to senior management's risk management and investment strategy manage and evaluate based upon fair value. These assets consist of financial investments in equity instruments and interest bearing securities.

**Shares and participations**

In accordance with IAS 39 shares and participations are recognized at fair value with any change in value through profit or loss. In accordance with IAS 28, share-related investments where AB Novestra has a significant influence are also recognized at fair value with changes in value through profit or loss according to IAS 39. Fair

value is established according to the following:

#### ***Shares and participations in private companies***

In the absence of complete market values, or external transactions in a company that establish a reliable value, fair value for shares and participations in private companies are established by means of a valuation model, which in Novestra's case is primarily an estimation of discounted future cash flows. When calculating fair value, the assumptions regarding future growth rate and margins in each company, as well as the interest rate used in the discounted cash flow calculation have the greatest impact. Generally, valuations are based on each company's growth forecast for the next two financial years, whereupon the expected growth successively has been reduced to a long term growth rate of 3 percent. The discount rate that has been used for each holding varies between 13 and 19 percent, after consideration for tax, and margin estimates are based on each company's forecasted margin levels. Values calculated using discounted future cash flows are then compared to comparable public companies and industry multiples. The comparable public companies and industry multiples provide a benchmark range in which the fair value of each company in Novestra's portfolio is expected to lie. In cases where the calculated fair value does not fall in this range, the value of the company is adjusted to fall in this range.

In addition to taking into consideration the development of each company, great emphasis is also given to changes in value related to changes in the general market situation or changes in value pertaining to the specific industry in which the company is active.

Risks related to fair values regarding private holdings is described in Note 2, where a sensitivity analysis is presented for key considerations.

#### ***Shares and participations in public holdings***

Fair value of listed financial assets corresponds to the asset's listed buying rate on the closing date.

#### ***Shares and participations in funds***

Fair value of shares and participations in funds correspond to the value reported by each respective manager as of the closing date.

#### ***Loans and other receivables***

Loans and other receivables are financial assets which do not constitute derivatives with fixed payments or with payments that can be set, and which are not listed on an active market. The receivables arise in the lending of cash, or when services are directly provided to the borrower without the intent of pursuing trade in the creditor rights. If the expected holding period is longer than one year, they constitute long-term receivables and if it is shorter, they are other receivables. This category also includes acquired receivables. Assets in this category are valued at the amortized cost. The amortized cost is determined based on the effective interest rate, which is calculated at the time of acquisition. Accounts receivables are accounted for at the amount that is expected to be received after deduction for doubtful receivables which are assessed individually. The expected duration of accounts receivable is short, which is why it is accounted for in a nominal amount without discount. Write-downs of accounts receivable is recognized as operating expenses.

#### ***Cash and cash equivalents***

Cash and cash equivalents comprise of cash funds and immediately available balances in banks and similar institutions as well as short-term liquid investments with durations of less than three months from the time of acquisition, which are only exposed to an insignificant risk of value fluctuations.

#### ***Financial liabilities***

Financial liabilities are classified as "other financial liabilities" and valued at the amortized cost. The loans are accounted for at amortized cost as per the effective interest calculated when the liability arose. This entails that the surplus and discount values as well as the direct issue costs are accrued during the duration of the liability.

#### ***Interest-bearing liabilities***

Loans are initially stated at the cost, corresponding to fair value net of transaction costs and any premiums or discounts. Thereafter, the loans are accounted for at amortized cost as per the effective interest method, which means that the value is adjusted as to any premiums or discounts in connection with the loan, in addition to borrowing costs being accrued for the

expected duration of the loan. Accrual is calculated on the basis of the loan's initial effective interest rate. Gains and losses that arise when the loan is terminated are recognized in the income statement.

### **Accounts payable and other operating costs**

Operating liabilities are accounted for at the amortized cost based on the effective interest rate calculated at the acquisition date, which, due to the short maturity normally is the nominal value.

### **Tangible fixed assets**

Tangible fixed assets are accounted for by the group at the value cost net of accumulated depreciation and any impairment losses. The purchase price and costs directly attributable to the asset for delivery and preparation for its intended use are included in the acquisition cost.

Examples of directly attributable costs included in the acquisition cost are the costs of delivery and handling, installation, registration, consulting services and legal services. The accounting principles for impairment are presented below. The carried value of a tangible fixed asset is removed from the balance sheet upon disposal or sale, or when no future financial benefits are expected from the use or disposal/sale of the asset. Profits or losses arising from the sale or disposal of an asset are comprised of the differences between the sale price and the asset's carried value of net direct selling expenses. Profit and loss is reported as other operating income/expense.

### **Leased assets**

In the consolidated financial statements, leasing is classified either as financial or operational leasing. Financial leasing arises when the financial risks and benefits associated with ownership are essentially transferred to the lessee; if this is not the case, it is operational leasing. Only operational leasing exists in the group.

### **Principles of depreciation**

Depreciation is made on a straight-line basis over the assets' estimated useful life. Estimated useful life:

Equipment 3-5 years

An asset's useful lifetime and potential residual value are assessed annually.

### **Impairment**

The carried values of the consolidated assets are tested for impairment every closing date to assess if there are

indications of write-downs. IAS 36 is applied to assess the need of write-downs for other assets other than financial assets whereby IAS 39 is applied. Other assets which consist of assets held for sale and disposal which are to be assessed according to IFRS 5. A write-down is accounted for when an asset or a cash generating asset's carried value exceeds the recoverable value. A write-down is accounted for as a cost in the income statement.

### **Calculation of the recoverable value**

The recoverable value of assets belonging to the categories loans and other receivables, which are accounted for at the amortized cost, is calculated as the present value of future cash flows discounted at the original effective interest which applied when the asset was initially recognized. Assets with short durations are not discounted.

The recoverable value of other assets is the greater of the net selling price and the value of use. In assessing the value of use, estimated future cash flows are discounted by a discount rate that reflects risk-free interest and the risk of the specific asset. For an asset that does not generate independent cash flows, the recoverable value is determined for the cash-generating unit to which the asset belongs is calculated.

### **Reversals of impairment**

Impairment losses are reversed if a change has occurred in the assumptions that formed the basis of the calculation of the recoverable value. Impairment losses are only reversed to the extent that the asset's carried value after the reversal does not exceed the carried value the asset would have had if no impairment had been made, and for the non financial assets, with consideration of the depreciation that would have then been made.

### **Fixed assets held for sale and Discontinued operations**

The implication of a fixed asset (or a disposal group) classified as holdings held for sale is that the recognized value will primarily be recoverable through sale and not through use.

Prior to classification as fixed assets held for sale, the carrying value of the assets (and all assets and liabilities in the disposal group) is established in accordance with the

applicable standards. The initial classification as fixed assets held for sale, assets and liabilities are accounted for at the lower value of the carrying value and fair value with a deduction made for the sale cost. In accordance with IFRS 5 p.5, an exception in the valuation regulations is made for financial assets that apply for IFRS 5 and therefore the assets are valued by the same method used prior to reclassification to assets held for sale. A Discontinued operation is a part of the company's operations which represents an independent business segment or a substantial operation within a geographic area.

Classification of a Discontinued operation occurs at disposal or at the time the operation meets the criteria for classification as assets held for sale. A disposal group which has been disposed of can also qualify for classification as Discontinued operations, but not before it has been disposed of and providing it meets the above criteria.

### **Employee benefits**

#### ***Defined contribution plans***

There are only defined contribution plans in the group. Obligations for costs for determined contribution plans are recognized as an expense in the income statement as they are earned through the employee performing duties for the company during a period of time.

#### ***Provisions for termination***

A provision is only accounted for in connection with termination of personnel if the company is demonstrably obligated to terminate employment before the normal point in time or when remuneration is paid as an offer to encourage voluntary resignation.

### **Provisions**

A provision is reported in the balance sheet when the group has an existing legal or informal obligation as a result of a past event, and it is likely that an outflow of economic benefits will be required to settle the obligation and a reliable estimate of the amount can be made. Where the effect of the value of money is material, provisions are calculated by discounting the expected future cash flow at an interest rate before tax that reflects current market assessments and, where appropriate, the risks specific to the liability.

### **Taxes**

Income tax is comprised of current and deferred tax. Income tax is recognized in the income statement, except when the underlying transactions are charged directly against equity, whereby the associated tax effect is also accounted for in equity. Current tax is tax pertaining to the current year that is to be paid or received, using tax rates enacted or substantially enacted as of the balance sheet date. Current tax also includes adjustments of current tax pertaining to previous years.

Deferred tax is calculated according to the balance sheet method providing for temporary differences between the carrying amounts of assets and liabilities and their tax bases. Temporary differences are not taken into account for differences that have arisen in the initial accounting of goodwill, the initial accounting of assets and liabilities that are not business combinations and do not affect the carried or taxable result at the time of the transaction. Furthermore, temporary differences attributable to shares in subsidiaries and associated companies not expected to be reversed within the foreseeable future are also not taken into account. The valuation of deferred tax is based on how carried values of assets or liabilities are expected to be realized or settled. Deferred tax is calculated by using the tax rates and tax regulations enacted or substantially enacted as of the balance sheet date.

Deferred tax assets concerning deductible temporary differences and tax loss carry-forwards are only recognized to the extent when it is likely that these will be able to be claimed. The value of deferred tax assets is reduced when it is no longer deemed likely that they can be used.

From a fiscal perspective, Novestra is an investment company. The tax regulations for investment companies differ from those of other stock corporations in that capital gains from the sale of shares and other participations (convertibles in SEK, stock options, etc.) are tax exempt. On the other hand, losses from the sale of shares and other participations are non deductible for an investment company. In return, an investment company must report a standard income of 1.5 percent of the aggregate value of the market value of shares and participations held at the beginning of the fiscal year.



Not to be included in the basis for calculating the standard income are the value of business-related shares and own shares and derivatives in own shares. Business-related shares refer to shares and participations in unlisted stock corporations and economic associations as well as shares and participations in listed stock corporations if the holding corresponds to at least ten percent of the votes and has been held at least one year prior to the beginning of the financial year. Under certain conditions, shares and participations in foreign legal entities can also be business related. Dividends and interest income received are taxable, while administrative expenses and interest expenses are deductible. Since an investment company's dividends paid are deductible, the company will not have to pay tax provided that the resolved dividend amounts to the sum total of the standard income, dividends received and net financial result after the deduction of administration expenses.

### **Contingent liabilities**

A contingent liability is reported when there is a potential obligation originating from past events and whose existence is only confirmed by one or more uncertain future events or when there is an obligation that is not reported as a liability or provision due to the unlikelihood that an outflow of resources will be required.

### **Cash flow statement**

The cash flow statement was prepared according to the indirect method. Only events that entail ingoing or outgoing payments are reported in the cash flow.

### **The parent company's accounting principles**

The parent company has prepared its annual report in accordance with the Annual Accounts Act (1995:1554) and the Swedish Financial Accounting Standards Council's recommendation RFR 2, Accounting for legal entities. RFR 2 requires that, in the annual report for the legal entity, the parent company shall apply all IFRS and interpretations approved by the EU to the furthest possible extent within the framework of the Annual Accounts Act and with consideration of the connection between accounting and taxation. The standard states the exceptions and additions to be made from IFRS.

### ***Differences between the consolidated and the parent company's accounting principles***

Differences between the consolidated and the parent company's accounting principles are presented below. The accounting principles for the parent company stated below were consistently applied to all periods presented in the parent company's financial reports.

### ***Subsidiary companies***

Shares in subsidiaries are reported in the parent company according to the acquisition cost method.

### ***Changed accounting principles***

As of January 1, 2010, RFR 2 Reporting for Legal Entities is applied, which entails the parent company applying the reporting structure in accordance with IAS 1, as the group does. In Novestra's case this has resulted in that the statement of comprehensive income has been accrued in the parent company's financial statements. With retroactive change as a result of changed accounting principles 3 closing days are accounted for in the balance sheets and relevant notes. Change in the Annual Accounts Act means that the restrictions imposed by previous legislation for the accounting of investments in associated companies at fair value no longer exists. This means that the parent company reports shares in associated companies at fair value on the balance sheet as the group. All relevant comparable figures have been re-calculated according to the same principles in order to achieve comparability. The initial effect on the opening balances as of January 1, 2009 amount to 122 068. This effect is reported as an increase in fixed financial assets with a corresponding effect in equity. The effect on the result for the financial year 2009 amounts to -2 200, and is included in the restated income statement and balance sheets for 2009. Furthermore, the change in principles effected the value of pledged assets as assets included are reported at fair value in the balance sheets, and the value of the pledge corresponds to the assets reported value in the balance sheets.

### ***New and changed accounting principles which have not yet been applied***

The new IASB and IFRIC standards and interpretations are not expected have an effect on the parent company given the future application as detailed in the group's accounting principles as presented above.

## 2. Risk exposure and risk management

Novestra's operations are affected by a number of factors, both internal and external, which can be controlled to varying degrees. These factors may significantly affect the company's operations with regard to future development and results as well as its financial position. The most significant risks in Novestra's operations are commercial risks, the price risk attributable to shares in non-public and public holdings, and currency risks.

The Board of Directors sets policies for risk management and risk follow-up. Management works out the operational risk management, follow-up and risk control, which is reported to the Board as per the approved policy. AB Novestra's Managing Director has the overall responsibility for risk control.

### Dependence on key personnel

Novestra has a small organisation and is dependent on key personnel within the Board of Directors and the management.

### Commercial risks

Novestra's business activities expose the company to risks. Carrying out investments and sales of portfolio companies involves a risk, also during the time Novestra is a shareholder in the portfolio company. Examples of these risks are high exposure to certain investments or to certain lines of business, difficulties in finding new investments at attractive values due to the general market situation and eventual obstacles that arise relating to sales of holdings due to the general market situation, or other barriers. Novestra aim to handle these risks by:

- having a diversified portfolio with a good balance of holdings in different lines of business and a good balance between companies in various stages of development and companies whose business is conducted in different geographical markets and in different currencies,
- actively working with, and analyzing holdings to be able to identify and counteract upcoming specific risks in the holdings.

### Financial risks

#### Price and value risks

Price and value risks exist for shares and participations both in listed and unlisted companies.

### Shares and participations in unlisted companies

In the absence of complete market values, or external transactions in a company that establish a reliable value, fair value for shares and participations in unlisted companies are established by means of a valuation model, which in Novestra's case is primarily an estimation of discounted future cash flows. When calculating fair value, the assumptions regarding future growth rate and margins in each company, as well as the interest rate used in the discounted cash flow calculation have the greatest impact. Generally, valuations are based on each company's growth forecast for the next two financial years, whereupon the expected growth successively has been reduced to a long term growth rate of 3 percent. The discount rate that has been used for each holding varies between 13 and 19 percent, after consideration for tax, and margin estimates are based on each company's forecasted margin levels.

Values calculated using discounted future cash flows are then compared to comparable listed companies and industry multiples. The comparable listed companies and industry multiples provide a benchmark range in which the fair value of each company in Novestra's portfolio is expected to lie. In cases where the calculated fair value does not fall in this range, the value of the company is adjusted to fall in this range.

In addition to taking into consideration the development of each company, great emphasis is also given to changes in value related to changes in the general market situation or changes in value pertaining to the specific industry in which the company is active.

### Shares and participations in listed companies

Price and value risks pertaining to shares and participations in listed companies are related to the development of each company as well the development of the stock market and financial market in general. Volatility levels in a specific share or stock market vary depending on the market situation at hand. The price of shares and participations are impacted, among other factors, by supply and demand at any given time. As per the balance sheet date, the value of shares and participations amounted to 73.5 (69.6).

The risk for an increase or decrease in the value of listed shares and participations is linear, an increase or decrease of one percent would be +/- KSEK 735 (696).

### Assets valued using the valuation technique

Accumulated changes in value amount to MSEK 142 (139), of which MSEK 104 (101) relates to changes in value arising from valuation through valuation techniques.

Sensitivity analysis		Sales growth and margins				
(MSEK)	Sales growth					
EBITDA margin	5.0 %	2.5 %	0.0 %	-2.5 %	-5.0 %	
2 %	76	49	23	-71	-23	
1 %	63	36	11	56	-33	
0 %	50	24	0	-23	-44	
-1 %	37	12	-12	-34	-55	
-2 %	24	-2	-25	-46	-67	
(Percent)	Sales growth					
EBITDA	5.0 %	2.5 %	0.0 %	-2.5 %	-5.0 %	
2 %	22 %	14 %	7 %	-20 %	-7 %	
1 %	18 %	10 %	3 %	16 %	-10 %	
0 %	14 %	7 %	0 %	-7 %	-13 %	
-1 %	11 %	3 %	-3 %	-10 %	-16 %	
-2 %	7 %	0 %	-7 %	-13 %	-19 %	

### Currency risk

All shares and participations are carried at fair value. In the establishment of fair value pertaining to holdings of shares in foreign currencies, the exchange rate of the closing date is used. Fluctuations in currencies have considerable impact on the establishment of fair value. As of December 31, 2010 the carried value of share holdings in foreign currencies amounted to MSEK 228 (213). In complete or partial disposals of Novestra's foreign holdings, currency fluctuations, primarily USD/SEK, will affect the value in Swedish kronor of the holdings sold. Foreign holdings are not hedged during the period of possession.

### Sensitivity analysis - USD/SEK

Sensitivity analysis - USD/SEK		Sales growth and margins		
(MSEK)	Sales growth			
5.0 %	2.5 %	0.0 %	-2.5 %	-5.0 %
9	5	0	-5	-9

### Sensitivity analysis - USD/SEK

Sensitivity analysis - USD/SEK		Sales growth and margins		
In relation to the combined portfolio value, %				
5.0 %	2.5 %	0.0 %	-2.5 %	-5.0 %
2,2 %	1.1 %	0.0 %	-1.1 %	-2.2 %

### Liquidity risks

Liquidity risks exist in shares or other financial instruments that cannot be divested, partly because such divestment cannot occur without considerable additional costs or other losses, partly because the liquidity is not available to meet future or immediate payment commitments. The risk that shares or other financial instruments could not be divested is managed by striving for a diversified portfolio. Novestra has a short and long-term liquidity plan to secure the immediate and future payment ability. There is a risk, however, that financing cannot be obtained when needed or only obtained against considerably increasing costs. Novestra's operations are conducted with a large share of shareholders' equity and the company cannot currently perceive additional long or short term financing needs.

Novestra has approved credit pledges totalling MSEK100 (100) of which MSEK 66 (59) were utilized by the end of the year. Novestra's current credit facility is a bank overdraft which is usually renewed annually.

### Interest rate risks

On the asset side, it is primarily Novestra's liquid assets that are exposed to interest rate risks, and on the liability side, the interest-bearing liabilities are exposed to interest rate risks. The total interest rate risk in Novestra is considered low due to the extent of assets and liabilities that are exposed to interest rate risks. If the interest on deposits rose by one percent on the closing date, the positive effect would amount to KSEK 40 (69) on an annual basis, and if the lending rate were raised by one percent, the negative effect would burden the result by KSEK 658 (592) on an annual basis.

### Credit risks

Credit risks are defined as the risk of an opposite party not being able to fulfil a financial commitment to Novestra. The extent of this risk is mainly related to monies in bank accounts and loans to portfolio companies. The credit rating is deemed as good and the credit risk is assessed as low.

Credit exposure, KSEK	12/31/2010	12/31/2009
Cash and cash equivalents	3 975	6 878
Other receivables	35	6 777
Loans to portfolio companies:		
Associated companies <sup>1)</sup>	3 000	-
<b>Total credit exposure</b>	<b>7 010</b>	<b>13 655</b>

<sup>1)</sup> Loan to Diino which will be converted to shares

### 3. Assets and liabilities, categorization and results, the group

#### ASSETS AND LIABILITIES BY VALUATION CATEGORY

ASSETS	Financial assets recognized at fair value through profit or loss				Loans and other receivables		Carrying value		Fair value	
	Financial assets initially placed in this category		Financial assets held for trade							
	2010	2009	2010	2009	2010	2009	2010	2009	2010	2009
<b>Financial assets</b>	<b>421 904</b>	<b>411 753</b>	<b>9 963</b>	<b>9 984</b>	<b>-</b>	<b>-</b>	<b>431 867</b>	<b>421 737</b>	<b>431 867</b>	<b>421 737</b>
Shares and participations	421 904	411 753	9 963	9 984	-	-	431 867	421 737	431 867	421 737
Other receivables	-	-	-	-	3 035	6 777	3 035	6 777	3 035	6 777
Cash and cash equivalents	-	-	-	-	3 975	6 878	3 975	6 878	3 975	6 878
<b>Total financial assets</b>	<b>421 904</b>	<b>411 753</b>	<b>9 963</b>	<b>9 984</b>	<b>7 010</b>	<b>13 655</b>	<b>438 877</b>	<b>435 392</b>	<b>438 877</b>	<b>435 392</b>
<b>Other assets</b>										
Tangible fixed assets	-	-	-	-	-	-	1 213	1 250	-	-
Other current assets	-	-	-	-	-	-	894	1 189	-	-
<b>Total other assets</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2 107</b>	<b>2 439</b>	<b>-</b>	<b>-</b>
<b>TOTAL ASSETS</b>	<b>421 904</b>	<b>411 753</b>	<b>9 963</b>	<b>9 984</b>	<b>7 010</b>	<b>13 655</b>	<b>440 984</b>	<b>437 831</b>	<b>438 877</b>	<b>435 392</b>

LIABILITIES	Other liabilities		Carrying value		Fair value <sup>(1)</sup>	
	2010	2009	2010	2009	2010	2009
<b>Financial liabilities</b>	<b>65 756</b>	<b>59 194</b>	<b>65 756</b>	<b>59 194</b>	<b>65 756</b>	<b>59 194</b>
Current interest-bearing liabilities	65 756	59 194	65 756	59 194	65 756	59 194
Accounts payable	360	994	360	994	360	994
Other current financial liabilities	34 134	298	34 134	298	34 134	298
<b>Total financial liabilities</b>	<b>100 250</b>	<b>60 486</b>	<b>100 250</b>	<b>60 486</b>	<b>100 250</b>	<b>60 486</b>
<b>Other liabilities</b>						
Other non-financial liabilities	5 701	3 214	5 701	3 214	-	-
<b>Total other liabilities</b>	<b>5 701</b>	<b>3 214</b>	<b>5 701</b>	<b>3 214</b>	<b>-</b>	<b>-</b>
<b>TOTAL LIABILITIES</b>	<b>105 951</b>	<b>63 700</b>	<b>105 951</b>	<b>63 700</b>	<b>105 951</b>	<b>63 700</b>

Financial assets and liabilities valued at fair value by level	Level 1		Level 2		Level 3		Total	
	2010	2009	2010	2009	2010	2009	2010	2009
Shares and participations	73 473	69 587	-	-	358 394	352 150	431 867	421 737
Other receivables	-	-	-	-	-	-	3 035	6 777
Cash and cash equivalents	-	-	-	-	-	-	3 975	6 878
<b>Financial assets</b>	<b>73 473</b>	<b>69 587</b>	<b>-</b>	<b>-</b>	<b>358 394</b>	<b>352 150</b>	<b>438 877</b>	<b>435 392</b>
Current interest-bearing liabilities	-	-	-	-	-	-	65 756	59 194
Accounts payable	-	-	-	-	-	-	360	994
Other current financial liabilities	-	-	-	-	-	-	34 134	298
<b>Financial liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>100 250</b>	<b>60 486</b>

Level 1: According to quoted prices in active markets for identical instruments.  
Level 2: According to direct or indirectly observable market data not included in Level 1.  
Level 3: According to input data not available in the market.

#### RESULTS FROM FINANCIAL ASSETS AND LIABILITIES BY VALUATION CATEGORY

RESULTS	Financial assets recognized at fair value through profit or loss				Loans and other receivables		Other liabilities		Total	
	Financial assets initially placed in this category		Financial assets held for trade							
	2010	2009	2010	2009	2010	2009	2010	2009	2010	2009
<b>Investment activities</b>										
Changes in values, including currency effects	5 609	41 934	-21	2 031	-	-	-	-	5 588	43 965
Dividends	9 365	14 263	-	-	-	-	-	-	9 365	14 263
<b>Total investment activities</b>	<b>14 974</b>	<b>56 197</b>	<b>-21</b>	<b>2 031</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>14 953</b>	<b>58 228</b>
<b>Financial income and expenses</b>										
Interest										
Income	-	-	-	-	45	16	-	-	45	16
Expenses	-	-	-	-	-	-	-2 937	-2 453	-2 937	-2 453
<b>Total interest</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>45</b>	<b>16</b>	<b>-2 937</b>	<b>-2 453</b>	<b>-2 892</b>	<b>-2 437</b>
Currency effects										
Gains	-	-	-	-	-	-	-	-	-	-
Losses	-	-	-	-	-48	-132	-	-	-48	-132
<b>Total currency effects</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-48</b>	<b>-132</b>	<b>-</b>	<b>-</b>	<b>-48</b>	<b>-132</b>
<b>TOTAL</b>	<b>14 974</b>	<b>56 197</b>	<b>-21</b>	<b>2 031</b>	<b>-3</b>	<b>-116</b>	<b>-2 937</b>	<b>-2 453</b>	<b>12 013</b>	<b>55 659</b>

(1) Accounts receivables and accounts payables valid for less than six months are deemed to reflect fair value. Accounts receivables and accounts payables valid for longer than six months are discounted when fair value is established.

For key estimates and assumptions in establishing valuation at fair value, see Note 1, Accounting principles and Note 13, Shares and participations, the group.

#### 4. Investment activities, the group

The gross profit/loss from investment activities is divided into "Changes in value" and "Dividends". Changes in values refer to all profits/loss emanating from financial instruments, including gains or losses from sale of financial instruments and changes in fair value of financial instruments, not relating to received dividends nor relating to Discontinued operations. Costs, such as sales expenses directly related to divestment of financial instruments are accounted for separately, for example costs related to Novestras variable remuneration.

#### 5. Other operations, the group

Other operations refer to operations in the subsidiary, Novestra Financial Services AB, and consist of net sale from services provided in regard to an administration agreement with Nove Capital Master Fund Ltd.

6. Operational leasing, the group	01/01/2010	01/01/2009
	12/31/2010	01/01/2009
Leasing agreement whereby AB Novestra is lessee		
Non terminable leasing payments:		
Within 1 year	816	821
Between 1-5 years	-	821
Longer than 5 years	-	-

The group's leasing relates only to rent for leased office premises. The due date for the current contract period is December 31, 2011 with an automatic extension unless notice is given before March 31, 2011. The leasing payments for the year amounted to 816 (821).

#### 7. Employees and personnel costs, the group

##### Average number of employees and gender distribution:

The average number of employees during the year amounted to four (four) of which three (three) were men.

##### Gender distribution in the Board of Directors and senior management:

The Board of Directors and other senior management consisted of men as in the previous year.

	01/01/2010	01/01/2009
	12/31/2010	01/01/2009
<b>Salaries, other remunerations and social security expenses:</b>		
<i>Salaries and other remunerations:</i>		
The Board of Directors, Managing Director and Vice President	4 366	4 299
Variable remuneration <sup>(1)</sup>	1 800	-
Other employees	932	718
<b>Total salaries and other remunerations</b>	<b>7 098</b>	<b>5 017</b>
Social security expenses:		
The Board of Directors, Managing Director and Vice President	3 448	2 470
(of which are pension costs)	(1 531)	(1 125)
Other employees	541	410
(of which are pension costs)	(247)	(184)
<b>Total social costs</b>	<b>3 989</b>	<b>2 880</b>
<b>Total salaries, other remunerations and social costs</b>	<b>7 897</b>	

All salaries and other remunerations, except 225 (300) relating to Board remuneration, relate to personnel in Sweden.

(1) Accounted for as sales expenses in the income statements including social expenses.

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**7. (continuation)****Information on senior management benefits*****Senior management***

Senior management refers to the management defined as the Chairman of the Board, the company's Managing Director and Vice President.

***Remuneration to the Board of Directors***

According to the decision at the AGM 2010, the Directors' remuneration amounts to a total of 500 (500). The Board remuneration covers the period from the date the Director is elected at the Annual General Meeting until the next AGM and is to be divided equally among the members of the Board who are not employees of Novestra. The Chairman of the Board, Theodor Dalenson is employed by Novestra with a fixed monthly salary amounting to 100 per month. The employment contract is subject to six months' notice by either party.

***Current guidelines for remuneration to senior management***

The Annual General Meeting 2010 approved the Board of Directors' proposal regarding guidelines for remuneration for the management as set forth below. The proposal substantially complies with earlier applied guidelines for remuneration for the management of the company. The Board of Directors as a whole serves as a remuneration committee in relation to matters regarding remuneration and other terms of employment for the management of the company.

Novestra shall offer conditions in line with the market which will enable the company to recruit and retain competent personnel. The remuneration to the management of the group shall consist of fixed salary, variable remuneration, pension and other customary benefits. The remuneration is based on the commitment and performance of the individual in relation to individual objectives and joint objectives for the company which have been determined in advance. The individual performance is continuously evaluated.

The fixed salary is in general reviewed on a yearly basis and shall be based on the qualitative performance of the individual. The fixed salary of the Managing Director

and the management shall be in line with the market. The variable remuneration shall be based on the revenue and earnings trends within the respective responsibility area and within the group.

The Board of Directors may, if special circumstances are at hand in a certain case, decide to deviate from the guidelines.

***Incentive scheme***

The company has no outstanding share related incentive scheme or any outstanding options. At the Annual General Meeting on April 21, 2010, it was resolved to approve the proposed variable remuneration for the company's employees. The variable remuneration shall, as a total cost for the company, correspond to ten percent of the net return for disposals of the company's holdings, made during the year to which the variable remuneration is attributable. The return from holdings shall be calculated as the amount received at the disposal less the carrying value before the company began to apply IFRS (plus new or additional investments with deduction for eventual dividends and distributions). The variable remuneration plan shall be subject to annual approval of the Annual General Meeting.

**7. (continuation)**

Specification of remuneration and other benefits to management and board members:

Person	Remuneration 2010	Remuneration 2009
<b>Management:</b>		
<b>Theodor Dalenson</b>	<b>2 171</b>	<b>1 496</b>
Chairman		
Salary	(1 200)	(1 200)
Variable remuneration <sup>(1)</sup>	(600)	(-)
Board member remuneration	(-)	(-)
Pension	(371)	(296)
<b>Johan Heijbel</b>	<b>2 686</b>	<b>1 981</b>
Managing Director		
Salary	(1 570)	(1 622)
Variable remuneration <sup>(1)</sup>	(600)	(-)
Pension	(516)	(359)
<b>Marcus Söderblom</b>	<b>2 042</b>	<b>1 352</b>
Vice President		
Salary	(1 097)	(1 102)
Variable remuneration <sup>(1)</sup>	(600)	(-)
Pension	(345)	(250)
<b>Total management</b>	<b>6 899</b>	<b>4 829</b>
<b>Board members:</b>		
Anders Lönnqvist	100	75
Jan Söderberg	100	75
Bertil Villard	100	75
Jens A. Wilhelmsen	100	75
Stein Wessel-Aas	100	75
<b>Total Board members</b>	<b>500</b>	<b>375</b>
<b>Total management and Board members</b>	<b>7 399</b>	<b>5 204</b>

(1) Accounted for as Sales expenses in the income statements.

**Salary and other benefits to the Managing Director and the Vice President**

The principles for the variable remuneration for the financial year 2010 were decided by the Annual General Meeting 2010. The employment contract is subject to 24 months' notice by either party and contains no provision regarding lowered retirement age.

**Decision process**

All remuneration matters concerning management and other potential benefits are considered and decided upon by the Board. The same process applies to

potential remunerations regarding consulting fees for members of the Board. Decisions on potential variable result based remuneration to management are referred to the Annual General Meeting. The remuneration committee consists of the whole Board of Directors.

**Pension**

Pension is paid in accordance with the ITP plan for all employees, the retirement age is 65.

**Severance pay**

There are no agreements including severance pay.

<b>8. Remuneration to auditors, the group</b>	<b>01/01/2010 12/31/2010</b>	<b>01/01/2009 12/31/2009</b>
Audit	851	876
Related audit assignments	46	-
Tax consultancy	-	-
Other assignments	-	-
<b>Total remuneration to auditors</b>	<b>897</b>	<b>876</b>

Audit assignment is defined as the audit of the annual financial statements, the administration of the Board of Directors and the Managing Director, and other tasks, which rest upon the auditor as well as consulting and other assistance, which have been initiated by the findings in performing the audit work or implementation of such tasks. All other work is referred to as other assignments.

All remuneration paid was to KPMG AB.

<b>9. Depreciation of tangible fixed assets, the group</b>	<b>01/01/2010 12/31/2010</b>	<b>01/01/2009 12/31/2009</b>
<b>Depreciation according to plan by type of asset:</b>		
Equipment	82	109
<b>Total depreciation</b>	<b>82</b>	<b>109</b>

The total depreciation relates to administration.

<b>10. Net financial items, the group</b>	<b>01/01/2010 12/31/2010</b>	<b>01/01/2009 12/31/2009</b>
<b>Financial income:</b>		
Interest income, associated companies	21	4
Other interest expenses	24	12
Exchange rate gains	-	-
<b>Total</b>	<b>45</b>	<b>16</b>
<b>Financial expenses:</b>		
Other interest expenses	-2 937	-2 453
Exchange rate losses	-48	-132
<b>Total</b>	<b>-2 985</b>	<b>-2 585</b>

For information relating to valuation category see Note 3, Assets and Liabilities, categorization and result, the group.



## 11. Taxes, the group

Information on the relationship between reported tax expense and result before taxes:

	01/01/2010 12/31/2010		01/01/2009 12/31/2009	
	Total value	Tax effect	Total value	Tax effect
Result before taxes	-5 217	1 372	43 176	-11 355
Standard income	1 194	-314	695	-183
Effects of tax-exempt income:				
Change in values	-5 588	1 470	-43 965	11 563
Other non-deductible expenses	600	-158	222	-58
<b>Total</b>	<b>-9 011</b>	<b>2 370</b>	<b>128</b>	<b>-34</b>
Less proposed dividend	-	-	-	-
<b>Total</b>	<b>-9 011</b>	<b>2 370</b>	<b>128</b>	<b>-34</b>
Increase in tax loss carried forward not recognized as deferred tax assets	9 164	-2 410	540	-142
Changed tax previous year	-	-	-	-
<b>Reported tax expense</b> <sup>(1)</sup>	<b>153</b>	<b>-40</b>	<b>668</b>	<b>-176</b>

Tax loss carried forward at the  
beginning of the year

160 537

159 997

Change tax loss carried forward during the year

9 164

540

**Tax loss carried forward at the end  
of the year**<sup>(2)</sup>

**169 701**

**160 537**

(1) As AB Novestra is an investment company fiscally there is no possibility for group contribution within the group.

(2) In accordance with current legislation there are no regulations that determine the life expectancy of the company's fiscal deficit. No deferred tax receivable has been accounted for with regard to tax loss carried forward.

12. Equipment, the group	01/01/2010 12/31/2010	01/01/2009 12/31/2009
<b>Accumulated acquisition value:</b>		
At the beginning of the year	2 344	2 243
Acquisitions	45	101
<b>At the end of the year</b>	<b>2 389</b>	<b>2 344</b>
<b>Accumulated depreciation:</b>		
At the beginning of the year	-1 094	-985
Depreciation	-82	-109
<b>At the end of the year</b>	<b>-1 176</b>	<b>-1 094</b>
<b>Carrying value at the end of the year</b>	<b>1 213</b>	<b>1 250</b>

<b>13. Shares and participations, the group</b>	<b>01/01/2010</b>	<b>01/01/2009</b>
	<b>12/31/2010</b>	<b>12/31/2009</b>
<b>Carrying values:</b>		
At the beginning of the year	421 737	387 157
Acquisitions	8 553	25 748
Disposals	-4 011	-35 133
Changes in values through profit/loss	5 588	43 965
<b>Carrying value at the end of the year</b>	<b>431 867</b>	<b>421 737</b>

All shares and participations, including shares and participations in associated companies, have been recognised on the balance sheet as "at fair value through profit or loss". Shares and participations in associated companies are not accounted for according to the equity method, in accordance with IAS 28.

Of the total carried value for shares and participations 298 900 (272 250) consists of shares and participation in associated companies which is recognized at fair value in accordance with IAS 39 with changes in value through profit or loss.

Accumulated changes in fair values amounts to 142 019 (139 113), of which 103 506 (100 856) emanates from changes in fair value through valuation techniques and 38 513 (38 257) emanates from changes in values related to publicly traded shares and participations.

#### **Specification of shares and participations:**

<b>Name</b>	<b>Ownership<sup>(1)</sup> % No. of shares</b>		<b>Carrying value</b>	
	<b>12/31/2010</b>	<b>12/31/2010</b>	<b>12/31/2010</b>	<b>12/31/2009</b>
<b>Holdings:</b>				
Diino Systems AB	49.8	280 916	19 200	29 250
Explorica, Inc.	13.5	4 777 663	58 900	60 300
Shares	(13.5)	(4 777 663)	(48 937)	(50 208)
Warrant <sup>(2)</sup>	(-)	(-)	(9 963)	(9 984)
MyPublisher, Inc. <sup>(3)</sup>	25.4	74 143 266	123 100	138 800
Netsurvey Bolinder AB	45.3	10 530 769	11 100	10 400
Qbranch AB	23.3	2 500 000	99 600	99 800
Strax Group, GmbH <sup>(3)(4)</sup>	25.0	5 179 148	45 900	19 600
WeSC AB <sup>(5)</sup>	10.9	805 908	73 338	69 461
Other			729	126
<b>Total shares and participations</b>			<b>431 867</b>	<b>427 737</b>

(1) Prior to dilution and utilization of options etc.

(2) Novestra holds warrants to subscribe for 1 340 000 shares in Explorica at a strike price of USD 0.45 per share, valid up to and including June 14, 2011. If Novestra was to utilize its options Novestras ownership would amount to 16.7 percent. If all 7 533 000 warrants issued in Explorica were to be utilized, Novestra's ownership would amount to 14.3 percent.

(3) USD/SEK 6.7114 (7.1608) EUR/SEK 8.9970

(4) Issue in connection with refinancing under registration. Ownership 25 percent after the issue, with option to increase to 32 percent.

(5) Ownership prior to distribution, ownership after distribution amounts to 5.9 percent.

### 13. (continuation)

#### Key estimates and assumptions when establishing fair values regarding private holdings

When calculating fair value, the assumptions regarding future growth rate and margins in each company, as well as the interest rate used in the discounted cash flow calculation have the greatest impact. Generally, valuations are based on each company's growth forecast for the next two financial years, whereupon the expected growth successively has been reduced to a long-term growth rate of 3 percent. The discount rate that has been used for each holding varies between 13 and 19 percent, after consideration for tax, and margin estimates are based on each company's forecasted margin levels. In addition to the calculation of discounted cash flows, the focus has been in the valuation of comparable public companies and industry multiples for comparable listed companies in determining fair value. For further information regarding valuations and valuation techniques see Note 1.

#### Key risks relating to shares and participations

Price risks and currency risks are the risks assumed to have the greatest impact on future valuations at fair value. The risks are presented in more detail in Note 2.

### 14. Cash and cash equivalents, the group

	2010 12 31	2009 12 31
Amounts in SEK	317	4 233
Amounts in USD	3 658	2 645
<b>Total</b>	<b>3 975</b>	<b>6 878</b>

Cash and cash equivalents only includes cash and bank balances. When converting USD to SEK, the exchange rate 6.7114 (7.1608) has been used.

### 15. Equity, the group

The group's equity consists of share capital, other contributed capital and retained earnings including profit or loss for the year.

#### Share capital

The group's share capital consists of the parent company's share capital, share capital in subsidiaries have been eliminated in the group accounts. The share capital amounts to SEK 37 187 973, distributed over the same number of shares. The quota value amounts to SEK 1.00. All shares have the same right to the net assets, and every share has one vote at a general meeting with the shareholders. All shares are fully paid.

#### Other contributed capital

Other contributed capital is capital paid in by the shareholders.

#### Retained earnings including profit or loss for the year

Retained earnings including profit or loss for the year

consists of accumulated earnings in the parent company and the subsidiary, as well as accumulated effects on profit or loss emanating from consolidation of the group accounts. Previous transfers into the statutory reserve, excluding transferred other contributory equity, are included in their own capital item.

#### Dividend

The Board of Directors propose that no dividend be paid out for the financial year 2010.

#### Distribution

The Extraordinary General Meeting, held December 22, 2010, resolved on a distribution of 371 879 shares in WeSC to the Novestra shareholders. The distribution corresponded to a value of 33 841 as at December 31, 2010 and was carried out through a mandatory redemption procedure with the shares in WeSC being distributed to the shareholders on February 11, 2011. The changes in values on the income statements '

**15. (continuation)**

relating to the distributed assets amounted to 1 067 during 2010. As at the closing date until completion of the distribution the changes in values for the distributed assets amounted to 558.

**Authorization for the Board of Directors to resolve upon new share issues**

On April 21, 2010, the Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorize the Board of Directors to up until the next Annual General Meeting and on one or several occasions and with or without preferential rights for the shareholders, decide on a share issue of a maximum of 6 000 000 new shares for payment in cash, through contribution in kind or by set-off. The reason for the proposal and the possibility to deviate from shareholders' preferential rights in the proposal is, among other things, to facilitate for the company to carry out acquisitions with payment in shares or to otherwise procure the financing of the company in an active and appropriate manner.

**Management of capital and dividend policy**

Capital consists of accounted equity, amounting to 335 033 (374 131) in the group. The Board of Directors' aim is that the company shall have a capital structure resulting in a high return through the use of suitable pledges, while at the same time aiming to maintain a sound financial stability through maintaining a high solidity.

The Board of Directors intend, providing the capital structure and the group's financial obligations permit, propose distribution to the shareholders, through a dividend or other method, depending on which method is most suitable at each individual occasion. During the previous six financial years a total of SEK 297 503 784 has been distributed to the shareholders, corresponding to SEK 8.00 per share. Of that amount SEK 111 563 919 was distributed through dividends and SEK 185 939 865 through redemption procedure.

	<b>01/01/2010</b>	<b>01/01/2009</b>
<b>Number of shares issued</b>	<b>12/31/2010</b>	<b>12/31/2009</b>
At the beginning of the year	37 187 973	37 187 973
<b>Number of shares at the end of the year</b>	<b>37 187 973</b>	<b>37 187 973</b>

The Extraordinary shareholders meeting on December 22, 2010, resolved on a distribution of shares in WeSC to the Novestra shareholders. Distribution occurred through a redemption procedure whereby the existing Novestra share is split in to two shares, whereby one share is called a redemption share. The split was registered with Swedish Companies Registration Office on January 3, 2011 with the recall of those shares generated on February 7, 2011. The procedure is an alternative transaction method for a dividend and redemption of the redemption share is mandatory, and as such the temporary increase doubling the total number of shares in Novestra is not taken into consideration when calculating the average number of shares during the period, result per share or equity per share.

Novestra has only one class of shares and all shares are fully paid for. All shares carry an equal right to a share in the company's assets and profits and each share carries one vote at shareholder meetings. Total share capital amounts to SEK 37 187 973 and the quota value is SEK 1.00.

**16. Interest-bearing loans, the group**

	<b>12/31/2010</b>	<b>12/31/2009</b>
Liabilities to credit institutions	65 756	59 194
<b>Total</b>	<b>65 756</b>	<b>59 194</b>

Liabilities to credit institutions are in the form of a SEK bank overdraft, which normally expires and is renewed annually. Other liabilities 34 134 (298) comprise of operating liabilities which normally are due for payment within 10-90 days. In 2010, 33 841 relates to resolved but non-effected distribution of WeSC shares.

<b>17. Pledged assets and contingent liabilities, the group</b>	<b>12/31/2010</b>	<b>12/31/2009</b>
Pledged assets	169 363	167 585
Utilized assets	-65 756	-59 194
<b>Second mortgage</b>	<b>103 607</b>	<b>108 391</b>

The pledge refers to pledging of financial instruments in the form of shares and participations. The total of credits granted amounts to 100 000 (100 000).

### Contingent liability

In connection with a refinancing of Strax Group GmbH, whereby Novestras ownership increased to 25 percent, Novestra guaranteed MEUR 1 out of the total financing of MEUR 10. The financing is covenant based and Strax have reached the set financial covenants and reported on the set dates which entails that Novestras guarantee has not been subject to arbitration. The guarantee is accounted for as a contingent liability of 8 990 as at December 31, 2010.

<b>18. Specification to the cash flow statement, the group</b>	<b>01/01/2010 12/31/2010</b>	<b>01/01/2009 12/31/2009</b>
<b>Adjustment for income items from operations not included in cash flow and do not affect the cash flow:</b>		
Adjustments for earnings impact of financial instruments at fair value	-5 588	-44 002
Write-downs	82	109
Dividends received from shares and participations	-	-10
	<b>-5 506</b>	<b>-43 903</b>
<b>Non-cash liabilities</b>		
Reserved amount relating to distribution of shares	33 841	-
	<b>33 841</b>	<b>-</b>

The Extraordinary General Meeting, held December 22, 2010, resolved on a distribution of 371 879 shares in WeSC to the Novestra shareholders. The distribution corresponded to a value of 33 841 as at December 31, 2010 and was carried out through a mandatory redemption procedure with the shares in WeSC being distributed to the shareholders on February 11, 2011.

### Cash and cash equivalents

The following components are included in cash and cash equivalents:

Cash and bank balances	3 975	6 878
	<b>3 975</b>	<b>6 878</b>

As at December 31, 2010, the group has an unutilized credit facility amounting to 34 244 (40 805) which is not accounted for in the above values.

### Paid interest and dividends received

Dividends received	9 365	14 251
Interest received	45	16
Interest paid	-2 957	-2 455

## 19. Assets and liabilities, categorization and results, the parent company

### ASSETS AND LIABILITIES BY VALUATION CATEGORY

ASSETS	Financial assets recognized at fair value through profit or loss				Loans and other receivables		Carrying value		Fair value <sup>(1)</sup>	
	Financial assets initially placed in this category		Financial assets held for trade							
	2010	2009	2010	2009	2010	2009	2010	2009	2010	2009
<b>Financial assets</b>										
Shares and participations	421 904	411 753	9 963	9 984	-	-	431 867	421 737	431 867	421 737
Other receivables	-	-	-	-	3 035	6 777	3 035	6 777	3 035	6 777
Cash and cash equivalents	-	-	-	-	3 876	6 779	3 876	6 779	3 876	6 779
<b>Total financial assets</b>	<b>421 904</b>	<b>411 753</b>	<b>9 963</b>	<b>9 984</b>	<b>6 911</b>	<b>13 556</b>	<b>438 778</b>	<b>435 293</b>	<b>438 778</b>	<b>435 293</b>
<b>Other assets</b>										
Tangible fixed assets	-	-	-	-	-	-	1 213	1 250	-	-
Shares and participations in group companies	-	-	-	-	-	-	100	100	-	-
Other current assets	-	-	-	-	-	-	694	439	-	-
<b>Total other assets</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2 007</b>	<b>1 789</b>	<b>-</b>	<b>-</b>
<b>TOTAL ASSETS</b>	<b>421 904</b>	<b>411 753</b>	<b>9 963</b>	<b>9 984</b>	<b>6 911</b>	<b>13 556</b>	<b>440 785</b>	<b>437 082</b>	<b>-</b>	<b>-</b>

LIABILITIES	Other liabilities				Carrying value		Fair value <sup>(1)</sup>	
	2010	2009	2010	2009	2010	2009	2010	2009
<b>Financial liabilities</b>								
Current interest-bearing liabilities	65 756	59 194	-	-	65 756	59 194	65 756	59 194
Accounts payable	360	994	-	-	360	994	360	994
Other current financial liabilities	41 941	8 472	-	-	41 941	8 472	41 941	8 472
<b>Total financial liabilities</b>	<b>108 057</b>	<b>68 660</b>	<b>-</b>	<b>-</b>	<b>108 057</b>	<b>68 660</b>	<b>108 057</b>	<b>68 660</b>
<b>Other liabilities</b>								
Other non-financial liabilities	5 466	2 209	-	-	5 466	2 209	-	-
<b>Total other liabilities</b>	<b>5 466</b>	<b>2 209</b>	<b>-</b>	<b>-</b>	<b>5 466</b>	<b>2 209</b>	<b>-</b>	<b>-</b>
<b>TOTAL LIABILITIES</b>	<b>113 523</b>	<b>70 869</b>	<b>-</b>	<b>-</b>	<b>113 523</b>	<b>70 869</b>	<b>-</b>	<b>-</b>

Financial assets and liabilities valued at fair value by level	Level 1		Level 2		Level 3		Total		Level 1: According to quoted prices in active markets for identical instruments. Level 2: According to direct or indirectly observable market data not included in Level 1. Level 3: According to input data not available in the market.
	2010	2009	2010	2009	2010	2009	2010	2009	
Shares and participations	73 473	69 587	-	-	358 394	352 150	431 867	421 737	
Other receivables	-	-	-	-	-	-	3 035	6 777	
Cash and cash equivalents	-	-	-	-	-	-	3 876	6 779	
<b>Financial assets</b>	<b>73 473</b>	<b>69 587</b>	<b>-</b>	<b>-</b>	<b>358 394</b>	<b>352 150</b>	<b>438 778</b>	<b>435 293</b>	
Current interest-bearing liabilities	-	-	-	-	-	-	65 756	59 194	
Accounts payable	-	-	-	-	-	-	360	994	
Other current financial liabilities	-	-	-	-	-	-	41 941	8 472	
<b>Financial liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>108 057</b>	<b>68 660</b>	

### RESULTS FROM FINANCIAL ASSETS AND LIABILITIES BY VALUATION CATEGORY

RESULTS	Financial assets recognized at fair value through profit or loss				Loans and other receivables		Other liabilities		Total	
	Financial assets initially placed in this category		Financial assets held for trade							
	2010	2009	2010	2009	2010	2009	2010	2009	2010	2009
<b>Investment activities</b>										
Result from shares and participations, including currency effects	5 609	41 934	-21	2 031	-	-	-	-	5 588	43 965
Dividends	9 365	14 263	-	-	-	-	-	-	9 365	14 263
<b>Total investment activities</b>	<b>14 974</b>	<b>56 197</b>	<b>-21</b>	<b>2 031</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>14 953</b>	<b>58 228</b>
<b>Financial income and expenses</b>										
<b>Interest</b>										
Income	-	-	-	-	45	16	-	-	45	16
Expenses	-	-	-	-	-	-	-2 651	-2 397	-2 651	-2 397
<b>Total interest</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>45</b>	<b>16</b>	<b>-2 651</b>	<b>-2 397</b>	<b>-2 606</b>	<b>-2 381</b>
<b>Currency effects</b>										
Gains	-	-	-	-	-	-	-	-	-	-
Losses	-	-	-	-	-48	-132	-	-	-48	-132
<b>Total currency effects</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-48</b>	<b>-132</b>	<b>-</b>	<b>-</b>	<b>-48</b>	<b>-132</b>
<b>TOTAL</b>	<b>14 974</b>	<b>56 197</b>	<b>-21</b>	<b>2 031</b>	<b>-3</b>	<b>-116</b>	<b>-2 651</b>	<b>-2 397</b>	<b>12 299</b>	<b>55 715</b>

(1) Accounts receivables and accounts payables valid for less than six months are deemed to reflect fair value. Accounts receivables and accounts payables valid for longer than six months are discounted when fair value is established.

For key estimates and assumptions in establishing valuation at fair value, see Note 1, Accounting principles and Note 13, Shares and participations, the group.

## 20. Investment activities, the parent company

The gross profit/loss from investment activities is divided into "Result from shares and participations" and "Dividends". The result from shares and participations refers to all profit/loss emanating from financial instruments, including gains or losses from sale of financial instruments and changes in fair value of financial instruments, not relating to received dividends. Costs, such as sales expenses directly related to divestment of financial instruments are accounted for separately, for example costs related to Novestras variable incentive scheme.

## 21. Employees, the parent company

### Average number of employees and gender distribution:

The average number of employees during the year amounted to four (four) of which three (three) were men.

### Gender distribution in the Board of Directors and senior management:

The Board of Directors and other senior management consisted of men, as in the previous year.

	01/01/2010	01/01/2010
	12/31/2010	12/31/2009
<b>Salaries, other remunerations and social security expenses:</b>		
Salaries and other remunerations:		
The Board of Directors, Managing Director and Vice President	4 366	4 299
Variable remuneration <sup>(1)</sup>	1 800	-
Other employees	932	718
<b>Total salaries and other remunerations</b>	<b>7 098</b>	<b>5 017</b>
<b>Social security expenses:</b>		
The Board of Directors, Managing Director and Vice President	3 448	2 470
(of which pension costs)	(1 531)	(1 125)
Other employees	541	410
(of which pension costs)	(247)	(184)
<b>Total social costs</b>	<b>3 989</b>	<b>2 880</b>
<b>Total salaries, other remunerations and social security expenses</b>	<b>11 087</b>	<b>7 897</b>

All salaries and other remunerations, except 300 (225) relating to Board remuneration, relate to personnel in Sweden. For information regarding individual remunerations for the Board of Directors and the management refer to Note 7, Employees and personnel costs, the group.

(1) Accounted for as sales expenses in the income statements including social expenses.

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<b>22. Remuneration to auditors, the parent company</b>	<b>01/01/2010 12/31/2010</b>	<b>01/01/2009 12/31/2009</b>
Audit,	851	876
Related audit assignments	46	-
Tax consultancy	-	-
Other assignments	-	-
<b>Total remuneration to auditors</b>	<b>897</b>	<b>876</b>

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Audit assignment is defined as the audit of the annual financial statements, the administration of the Board of Directors and the Managing Director, and other tasks, which rest upon the auditor as well as consulting and other assistance, which have been initiated by the findings in performing the audit work or implementation of such tasks. All other work is referred to as other assignments.

All remuneration paid was to KPMG AB.

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<b>23. Depreciation of tangible fixed assets, the parent company</b>	<b>01/01/2010 12/31/2010</b>	<b>01/01/2009 12/31/2009</b>
<b>Depreciation according to plan by type of asset:</b>		
Equipment	82	109
<b>Total depreciation</b>	<b>82</b>	<b>109</b>

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The total depreciation relates to administration.

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<b>24 . Net financial items, the parent company</b>	<b>01/01/2010 12/31/2010</b>	<b>01/01/2009 12/31/2009</b>
<b>Financial income:</b>		
Interest income, associated companies	21	4
Other interest income	24	12
Exchange rate gains	-	-
<b>Total</b>	<b>45</b>	<b>16</b>
<b>Financial expenses:</b>		
Other interest expenses	-2 651	-2 397
Exchange rate losses	-48	-132
<b>Total</b>	<b>-2 699</b>	<b>-2 529</b>

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For information per valuation category see Note 19, Assets and Liabilities, categorization and result, the parent company.



<b>25. Equipment, the parent company</b>	<b>01/01/2010 12/31/2010</b>	<b>01/01/2009 12/31/2009</b>
<b>Accumulated acquisition value:</b>		
At the beginning of the year	2 344	2 243
Acquisitions	45	101
<b>At the end of the year</b>	<b>2 389</b>	<b>2 344</b>
<b>Accumulated depreciation:</b>		
At the beginning of the year	-1 094	-985
Depreciation	-82	-109
<b>At the end of the year</b>	<b>-1 176</b>	<b>-1 094</b>
<b>Carrying value at the end of the year</b>	<b>1 213</b>	<b>1 250</b>

<b>26. Shares and participations in group companies, the parent company</b>	<b>01/01/2010 12/31/2010</b>	<b>01/01/2009 12/31/2009</b>
<b>Accumulated acquisition value:</b>		
At the beginning of the year	100	100
<b>Carrying value at the end of the year</b>	<b>100</b>	<b>100</b>

Specification of shares and participations held in group companies:

<b>Name</b>	<b>Corporate Identity No.</b>	<b>Reg. office</b>	<b>Ownership<sup>(1)</sup></b>	<b>Value</b>
Novestra Financial Services AB	556680-2798	Stockholm	100%	100

(1) Share of capital and votes.

<b>27. Shares in associated companies, the parent company</b>	<b>01/01/2010</b>	<b>01/01/2009</b>	
	<b>12/31/2010</b>	<b>12/31/2009</b>	<b>01/01/2009</b>
<b>Accumulated acquisition value:</b>			
At the beginning of the year	272 250	270 150	148 082
Effect of changed accounting principle	-	-	122 068
Reclassification <sup>(1)</sup>	19 600	-	-
Investments	3 000	9 011	-
Disposals	4 050	-6 911	-
<b>At the end of the year</b>	<b>298 900</b>	<b>272 250</b>	<b>270 150</b>

Specification of shares and participations held in associated companies as at December 31, 2010:

<b>Name</b>	<b>Corp. Id. No.</b>	<b>Reg. office</b>	<b>Equity<sup>(1)(5)</sup> (100%)</b>	<b>Profit/loss<sup>(1)(5)</sup> (100%)</b>	<b>Owner- ship<sup>(2)</sup></b>	<b>Carrying value</b>
Diino Systems AB	556666-4750	Stockholm	10 109	-11 163	49.8%	19 200
MyPublisher, Inc. <sup>(3)</sup>	n/a	USA	62 644	12 899	25.4%	123 100
Netsurvey Bolinder AB	556392-3332	Stockholm	11 679	2 500	45.3%	11 100
Qbranch AB	556470-3980	Stockholm	42 367	8 655	23.3%	99 600
Strax Group GmbH <sup>(3)(4)</sup>	n/a	Germany	104 491	-9 537	25.0%	45 900
<b>Total</b>						<b>298 900</b>

Specification of shares and participations held in associated companies as at December 31, 2009:

<b>Name</b>	<b>Corp. Id. No.</b>	<b>Reg. office</b>	<b>Equity (100%)</b>	<b>Profit/loss (100%)</b>	<b>Owner- ship<sup>(2)</sup></b>	<b>Carrying value</b>
Diino Systems AB	556666-4750	Stockholm	7 146	-14 103	49.7%	29 250
MyPublisher, Inc. <sup>(3)</sup>	n/a	USA	67 304	18 274	25.4%	132 800
Netsurvey Bolinder AB	556392-3332	Stockholm	12 180	1 796	45.3%	10 400
Qbranch AB	556470-3980	Stockholm	53 712	22 205	23.3%	99 800
<b>Total</b>						<b>272 250</b>

For key estimates and assumptions in establishing valuation at fair value, see Note 1, Accounting principles and Note 13, Shares and participations, the group.

#### **Interest income, associated companies**

During the financial year interest income received from associated companies amounted to 21 (4).

#### **Dividends from associated companies**

A total dividend of 9 325 (14 220) was received from associated companies during the financial year.

#### **Receivables, associated companies**

Receivables from associated companies amounted to 3 000 (-) as at December 31, 2010.

(1) In connection with a refinancing of Strax Holdings, Inc. the Strax group was restructured and Novestras ownership was transferred to Strax Group GmbH where Novestras ownership now amounts to 25 percent which is why the holding is accounted for as a subsidiary.

(2) Prior to dilution and utilization of options etc., and including new share issues under registration.

(3) USD/SEK 6.7114 (7.1608) EUR/SEK 8.9970

(4) Issue in connection with refinancing under registration. Ownership 25 percent after the issue, with option to increase to 32 percent.

(5) Unaudited figures.

<b>28. Shares and participations, the parent company</b>	<b>01/01/2010</b>	<b>01/01/2009</b>
	<b>12/31/2010</b>	<b>12/31/2009</b>
<b>Carrying value:</b>		
At the beginning of the year	149 487	117 007
Reclassification <sup>(1)</sup>	-19 600	-
Acquisitions	5 553	16 737
Disposals	-4 011	-35 133
Changes in values through profit/loss	1 538	50 876
<b>Carrying value at the end of the year</b>	<b>132 967</b>	<b>149 487</b>

Specification of shares and participations:

<b>Name</b>	<b>Ownership <sup>(2)</sup> % No. of shares</b>		<b>Carrying value</b>	
	<b>12/31/2010</b>	<b>12/31/2010</b>	<b>12/31/2010</b>	<b>12/31/2009</b>
<b>Holding:</b>				
Explorica, Inc. <sup>(4)</sup>	13.5	4 777 663	58 900	60 300
Shares	(13.5)	(4 777 663)	(48 937)	(50 208)
Options <sup>(3)</sup>	(-)	(-)	(9 963)	(9 984)
Strax Holdings, Inc. <sup>(1), (4)</sup>	-	-	-	19 600
WeSC AB <sup>(5)</sup>	10.9	805 908	73 338	69 461
Other			729	126
<b>Total holdings</b>			<b>132 967</b>	<b>149 487</b>

For key estimates and assumptions in establishing valuation at fair value, see Note 1, Accounting principles and Note 13, Shares and participations, the group.

(1) In connection with a refinancing of Strax Holdings, Inc. the Strax group was restructured and Novestras ownership was transferred to Strax Group GmbH where Novestras ownership now amounts to 25 percent which is why the holding is accounted for as a subsidiary. See Note 27. Part of the shares received relate to a new share issue under registration.

(2) Prior to dilution and utilization of options etc.

(3) Novestra holds warrants to subscribe for 1 340 000 shares in Explorica at a strike price of USD 0.45 per share, valid up to and including June 14, 2011. If Novestra was to utilize its options Novestra's ownership would amount to 16.7 percent. . If all 7 533 000 warrants issued in Explorica were to be utilized, Novestra's ownership would amount to 14.3 percent.

(4) USD/SEK 6.7114 (7.1608)

(5) Ownership prior to distribution, ownership after distribution amounts to 5.9 percent.

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## Equity, the parent company

Equity in the parent company consists of restricted equity and non-restricted equity. Restricted equity may not be reduced through dividends to the shareholders.

### **Restricted equity**

Novestra's restricted equity consists of share capital and statutory reserve. The statutory reserve may be used to cover incurred losses, after decision taken by a general meeting with the shareholders.

### **Non-restricted equity**

Novestra's non-restricted equity consists of the net profit/loss for the year and previous years' accumulated profit/loss, reduced by any statutory reserve provision and after any dividends have been paid out. All income and costs accounted for during a period are included in the net profit/loss, unless a recommendation from the Swedish Accounting Standards Council, or within IFRS, require or allows them to be accounted for directly against the equity. The non-restricted equity that is accounted for at the end of each year is available for dividends to the shareholders.

### **Dividend**

The Board of Directors propose that no dividend be made for the financial year 2010.

### **Number of shares issued**

The Extraordinary shareholders meeting on December 22, 2010, resolved on a distribution of shares in WeSC to the Novestra shareholders. Distribution occurred through a redemption procedure whereby the existing Novestra share is split in to two shares, whereby one share is called a redemption share. The split was registered with Swedish Companies Registration Office on January 3, 2011 with the recall of those shares generated on February 7, 2011. The procedure is an alternative transaction method for a dividend and redemption of the redemption share is mandatory, which is why the temporary increase doubling the total number of shares in Novestra is not taken into

consideration when calculating the average number of shares during the period, result per share or equity per share.

Novestra has only one class of shares and all shares are fully paid for. All shares carry an equal right to a share in the company's assets and profits and each share carries one vote at shareholder meetings. Total share capital amounts to SEK 37 187 973 and the quota value is SEK 1.00.

### **Distribution**

The Extraordinary General Meeting, held December 22, 2010, resolved on a distribution of 371 879 shares in WeSC to the Novestra shareholders. The distribution corresponded to a value of 33 841 as at December 31, 2010 and was carried out through a mandatory redemption procedure with the shares in WeSC being distributed to the shareholders on February 11, 2011. See Note 15.

### **Authorization for the Board of Directors to resolve upon new share issues**

On April 21, 2010, The Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorize the Board of Directors to up until the next Annual General Meeting and on one or several occasions and with or without preferential rights for the shareholders, decide on a share issue of a maximum of 6 000 000 new shares for payment in cash, through contribution in kind or by set-off. The reason for the proposal and the possibility to deviate from shareholders' preferential rights in the proposal is, among other things, to facilitate for the company to carry out acquisitions with payment in shares or to otherwise procure the financing of the company in an active and appropriate manner.

### **Capital management**

For information regarding capital management refer to Note 15, Equity, the group.

**29. (continuation)**

	<b>01/01/2010</b>	<b>01/01/2009</b>
<b>Number of shares issued</b>	<b>12/31/2010</b>	<b>12/31/2009</b>
At the beginning of the year	37 187 973	37 187 973
<b>Number of shares at the end of the year</b>	<b>37 187 973</b>	<b>37 187 973</b>

(1) The Extraordinary shareholders meeting on December 22, 2010, resolved on a distribution of shares in WeSC to the shareholders in Novestra. Distribution occurs through a redemption procedure whereby the existing Novestra share is split in to two shares, whereby one share is called a redemption share. The split was registered with the Swedish Companies Registration Offices on January 3, 2011 and cancellation of the temporary split shares was registered with the Swedish Companies Registration Offices on February 7, 2011. The procedure is an alternative transaction method for a dividend and redemption of the redemption share is mandatory, which is why the temporary increase doubling the total number of shares in Novestra is not taken into consideration when calculating the average number of shares during the period, result per share or equity per share.

Novestra has only one class of shares. All shares carry an equal right to the company's assets and profits and each share carries one vote at shareholders' meetings.

Total share capital amounts to SEK 37 187 973 and the quote value is SEK 1.00.

<b>30. Interest-bearing loans, the parent company</b>	<b>01/01/2010</b>	<b>01/01/2009</b>
	<b>12/31/2010</b>	<b>12/31/2009</b>
Raised loans – credit institutions	65 756	59 194
<b>Total</b>	<b>65 756</b>	<b>59 194</b>

Liabilities to credit institutions are in the form of a SEK bank overdraft, which normally expires and is renewed annually. Other liabilities 34 132 (295) comprise of operating liabilities which normally are due for payment within 10-90 days. 33 841 is included in 2010 as resolved but non-effected distribution of WeSC shares.

<b>31. Liabilities to the group, the parent company</b>	<b>01/01/2010</b>	<b>01/01/2009</b>
	<b>12/31/2010</b>	<b>12/31/2009</b>
Novestra Financial Services	7 809	8 177
<b>Total</b>	<b>7 809</b>	<b>8 177</b>

<b>32. Accrued expenses and prepaid income, the parent company</b>	<b>01/01/2010</b>	<b>01/01/2009</b>
	<b>12/31/2010</b>	<b>12/31/2009</b>
Personnel related costs	2 525	-
Other personnel expenses	1 277	1 009
Costs for annual report, audit and AGM	955	1 031
Other	709	169
<b>Total</b>	<b>5 466</b>	<b>2 209</b>

<b>33. Pledged assets and contingent liabilities, the parent company</b>	<b>01/01/2010 12/31/2010</b>	<b>01/01/2009 12/31/2009</b>
Pledged assets	169 363	167 585
Utilised assets	-65 756	-59 194
<b>Second mortgage</b>	<b>103 607</b>	<b>108 391</b>

Pledged assets as at December 31, 2009 were effected due to the changes in accounting principles for shares and participations in associated companies. The pledged asset amount has increased with 45 956 as all ingoing assets are valued to fair value in the balance sheet and the value of the pledge corresponds to the value that the asset is taken up in as in the balance sheet. This results in the pledged asset amount is identical for both the group and the parent company.

The pledge refers to pledging of financial instruments in the form of shares and participations. Total granted assets amounts to 100 000 (100 000).

### Contingent liability

In connection with the refinancing of Strax Group GmbH, whereby Novestras ownership increased to 25 percent, Novestra guaranteed MEUR 1 out of the total financing of MEUR 10. The financing is covenant based and Strax have reached the set financial covenants and reported on the set dates which entails that Novestras guarantee has not been subject to arbitration. The guarantee is accounted for as a contingent liability of 8 990 as at December 31, 2010.

<b>34. Specification to the cash flow statement, the parent company</b>	<b>01/01/2010 12/31/2010</b>	<b>01/01/2009 12/31/2009</b>
<b>Adjustment for income items from operations not included in cash flow and do not affect the cash flow:</b>		
Adjustments for earnings impact of financial instruments at fair value	-5 588	-44 002
Write-downs	82	109
Dividends received from shares and participations	-	-13
	<b>-5 506</b>	<b>-43 906</b>
<b>Non-cash liabilities</b>		
Reserved amount relating to distribution of shares	33 841	-
	<b>33 841</b>	<b>-</b>

The Extraordinary General Meeting, held December 22, 2010, resolved on a distribution of 371 879 shares in WeSC to the Novestra shareholders. The distribution corresponded to a value of 33 841 as at December 31, 2010 and was carried out through a mandatory redemption procedure with the shares in WeSC being distributed to the shareholders on February 11, 2011.

### Cash and cash equivalents

The following components are included in cash and cash equivalents:

Cash and bank balances	3 876	6 779
	<b>3 876</b>	<b>6 779</b>

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**34. (continuation)****Paid interest and dividends received**

Dividends received	9 366	14 251
Interest received	45	16
Interest paid	-2 651	-2 529

As at December 31, 2010, the group has an unutilized credit facility amounting to 34 244 (40 805) which is not accounted for in the above values.

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**35. Related parties disclosure, the group and the parent company**

The following additional information about related parties is being provided in addition to what has been described in the annual report.

***Companies with common Board members***

Apart from specified related parties there are a number of companies in which Novestra and the respective company have common Board members. Information has not been provided in this note because these situations are either not considered to involve influence of the type described in IAS 24, or the transactions refer to intangible amounts.

***Related party transactions***

Novestra's subsidiary, Novestra Financial Services AB, has entered into an administration agreement with Nove Capital Fund. The agreement includes a limited administration commitment for Novestra Financial Services AB with a remuneration of 200 (750).

Novestra has purchased corporate law advisory services from Advokatfirman Vinge KB for a total of 101 (153) during the financial year 2010. Bertil Villard, board member of Novestra, is active as attorney and a partner of Advokatfirman Vinge KB. The services were purchased on market terms, and are not tied to Bertil Villard in person, and lie outside the tasks Bertil Villard carries out within the framework of his board assignment, for which he receives board remuneration in conformity with the other board members.

See Note 7, Employees and personnel costs, for information regarding salaries and other compensation, costs regarding pensions and similar benefits for the Board, the Managing Director, the Vice President and other employees.

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**36. Significant events after the end of the period, the group and the parent company**

The Extraordinary General Meeting, held December 22, 2010, resolved on a distribution of 371 879 shares in WeSC. The distribution was carried out through a mandatory redemption procedure with the shares in WeSC being distributed to Novestras shareholders on February 11, 2011. Based on the closing price for the WeSC share on February 11, 2011, the value of the distributed shares amounted to 34 399 compared with the value of 33 841 as as December 31, 2010. Total costs relating to the distribution amounted to 1 057.

No other significant events have, as of the signing of this annual report incurred.

The Board of Directors and the Managing Director hereby verify that the consolidated accounts and annual accounts have been prepared in accordance with the international accounting standards in Regulation (EC) No. 1606/2002 of the European Parliament and of the European Council of July 19, 2002 on the application of international accounting standards and generally accepted auditing standards in Sweden and give a true and fair view of the group's and parent company's financial position and results of operations. The Board of Directors' Report for the group and the parent company gives a true and fair view of the group's and the parent company's operations, position and results, and describes significant risks and uncertainty factors that the parent company and group companies face.

The annual accounts and the consolidated financial statements were approved for release by the Board of Directors on April 6, 2011. The consolidated income statement and balance sheet, and the income statement and balance sheet of the parent company, will be presented for adoption by the Annual General Meeting on April 27, 2011.

Stockholm April 6, 2011

Theodor Dalenson  
*Chairman*

Anders Lönnqvist  
*Board member*

Jan Söderberg  
*Board member*

Bertil Villard  
*Board member*

Jens A. Wilhelmsen  
*Board member*

Johan Heijbel  
*Managing Director*

Our audit report was submitted on April 6, 2011

KPMG AB

Ingrid Hornberg Román  
*Authorized Public Accountant*

The information in this annual report is such that AB Novestra is required to disclose according to Sweden's Securities Market Act. AB Novestra released the year-end report, including the interim report for the fourth quarter to the media for publication on February 15, 2011 at 8.55 am through a press release and also on the website [www.novestra.com](http://www.novestra.com). The Annual Report was released on Novestra's website on April 6, 2011 at 2.00 pm with a press release detailing such information at the same time.



## Audit report

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### To the annual meeting of the shareholders of AB NovestraCorporate identity number 556539-7709

We have audited the annual accounts, the consolidated accounts, the accounting records and the administration of the board of directors and the managing director of AB Novestra for the year 2010. The annual accounts and the consolidated accounts of the company are included in the printed version of this document on pages 51-96. The board of directors and the managing director are responsible for these accounts and the administration of the company as well as for the application of the Annual Accounts Act when preparing the annual accounts and the application of international financial reporting standards IFRS as adopted by the EU and the Annual Accounts Act when preparing the consolidated accounts. Our responsibility is to express an opinion on the annual accounts, the consolidated accounts and the administration based on our audit.

We conducted our audit in accordance with generally accepted auditing standards in Sweden. Those standards require that we plan and perform the audit to obtain reasonable assurance that the annual accounts and the consolidated accounts are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the accounts. An audit also includes assessing the accounting principles used and their application by the board of directors and the managing director and significant estimates made by the board of directors and the managing director when preparing the annual accounts and the consolidated accounts as well as evaluating the overall presentation of information in the annual accounts and the consolidated accounts. As a basis for our opinion concerning discharge from liability, we examined significant decisions, actions taken and circumstances of the company in order to be able to determine the liability, if any, to the company of any board member or the managing director. We also examined whether any board member or the managing director has, in any other way, acted in contravention of the Companies Act, the Annual Accounts Act or the Articles of Association. We believe that our audit provides a reasonable basis for our opinion set out below.

The annual accounts have been prepared in accordance with the Annual Accounts Act and give a true and fair view of the company's financial position and results of operations in accordance with generally accepted accounting principles in Sweden. The consolidated accounts have been prepared in accordance with international financial reporting standards IFRSs as adopted by the EU and the Annual Accounts Act and give a true and fair view of the group's financial position and results of operations. The statutory administration report is consistent with the other parts of the annual accounts and the consolidated accounts.

We recommend to the annual meeting of shareholders that the income statements and balance sheets of the parent company and the group be adopted, that the profit of the parent company be dealt with in accordance with the proposal in the statutory administration report and that the members of the board of directors and the managing director be discharged from liability for the financial year.

Stockholm April 6, 2011  
KPMG AB

Ingrid Hornberg Román  
Authorized Public Accountant

## **Auditors' report of the Corporate Governance Statement**

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### **To the annual meeting of the shareholders in AB Novestra (publ.), Corporate identity number 556539-7709**

It is the Board of Directors who is responsible for the Corporate Governance Statement on pages 42-47 for the financial year 2010 and that it has been prepared in accordance with the Annual Accounts Act.

As a basis for our opinion that the Corporate Governance Statement has been prepared and is consistent with the annual accounts and the consolidated accounts, we have read the Corporate Governance Statement and assessed its statutory content based on our knowledge of the company.

In our opinion, the Corporate Governance Statement has been prepared and its statutory content is consistent with the annual accounts and the consolidated accounts.

Stockholm, April 6, 2011  
KPMG AB

Ingrid Hornberg Román  
Authorized Public Accountant

## Definitions

In this Annual Report, "Novestra or "the company" pertains to AB Novestra (publ).

Other definitions: Diino Systems AB ("Diino"), Explorica, Inc. ("Explorica"), MyPublisher, Inc. ("MyPublisher"), Netsurvey Bolinder AB ("Netsurvey"), Qbranch AB ("Qbranch"), Strax Group GmbH, ("Strax"), WeSC AB, ("WeSC").

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### Cash flow after investments

Result before tax with depreciation and other items not affecting cash flow minus paid tax and adjusted for changes in working capital and net investments in fixed assets.

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### Equity/Assets ratio

Shareholders' equity as a percentage of the total assets.

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### Number of shares at the end of the period

The number of shares at the end of each period adjusted for bonus issue and share split.

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### Shareholders' equity per share

Shareholders' equity in relation to the number of shares at the end of the period.

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### Average number of shares during the period

The average number of shares during the period calculated on a daily basis adjusted for bonus issue and share split.

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### Result per share

Income for the period in relation to the average number of shares during the period.

## Definitions relating to portfolio descriptions

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### Sales

Total operating revenue for the specified period.

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### Growth in sales

Sales for a specified period in relation to sales during the same period the previous year.

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### Operating profit/loss

Total operating revenues minus total operating expenses for a specified period, before net financial items and taxes.

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### EBITDA

Operating profit/loss for a specified period, before interest income and expenses, taxes, depreciations and amortisations.

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### Market value corresponding to 100% based on carrying value

Reported carrying value, at a specified time for the specified ownership, recalculated to represent the value for 100 percent of the company, full dilution in the respective company taken into consideration.

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### Total sales development in the portfolio companies

The total sales in each of the portfolio companies, presented as a total value for each financial year.

## Shareholder information

### Annual General Meeting

The Annual General Meeting will be held at 4.00 p.m. on Wednesday April 27, 2011 at the law firm Vinge KB, Smålandsgatan 20, Stockholm, Sweden.

### Notice

Information regarding the Notice to the Annual General Meeting was published in Svenska Dagbladet and the Notice in its entirety was published in Post- och Inrikes Tidningar (the Swedish Official Gazette) and through a press release at the same time, on March 29, 2011.

### Participation

To be entitled to participate in the business of the Meeting, shareholders:

**must** be recorded in the register of shareholders maintained by Euroclear Sweden AB (the Swedish Securities Register Center) on Tuesday April 19, 2011, and

**must** notify the company of their intention to attend the Meeting no later than Tuesday April 19, 2011.

### Notification of participation in the Annual General Meeting

Notification can be given by writing to AB Novestra, Norrlandsgatan 16, SE-111 43 Stockholm, Sweden, by calling +46 8 545 017 50, by faxing +46 8 545 017 60, or by emailing info@novestra.com.

### Nominee-registered shares

Shareholders whose shares are registered in the name of a nominee through the trust department of a bank or similar institution must, in order to be entitled to participate in the Meeting, request that their shares are temporarily re-registered in their own names in the register of shareholders maintained by Euroclear Sweden AB. Such registration must be effected on Tuesday April 19, 2011. Shareholders are requested to inform their nominees in good time prior to this date.

### Proxies, etc.

Shareholders who are represented by a proxy must authorize the proxy by issuing a power of attorney. If such authorization is issued by a legal entity, an attested copy of a certificate of registration or similar must be attached. The power of attorney and the certificate may not be more than one year old, however, the power of attorney may have a validity of maximum five years if this is specifically stated. The original authorization and certificate of registration, where applicable, should be sent to AB Novestra, Norrlandsgatan 16, SE-111 43 Stockholm, Sweden, well in advance of the Meeting. A proxy form is available on the Company's website ([www.novestra.com](http://www.novestra.com)).

### Representatives

Shareholders or proxies for shareholders at the Annual General Meeting may take a

maximum of two representatives with them to the Meeting. Representatives may be brought to the Meeting only if the shareholder of AB Novestra gives notice of their attendance as described above for notification of participation of shareholders.

### Other

The economic information can be found in Swedish and in English on Novestra's homepage [www.novestra.com](http://www.novestra.com) and may be ordered from:

### AB Novestra

Norrlandsgatan 16  
111 43 Stockholm, Sweden  
Tel: +46 (0)8-545 017 50  
Fax: +46 (0)8-545 017 60  
info@novestra.com

### Financial calendarium 2011

#### April 27, 2011

Annual General Meeting

#### April 27, 2011

Interim Report Q1 January 1 – March 31, 2011

#### April 27, 2011

Bulletin from the Annual General Meeting

#### August 25, 2011

Interim Report Q2 January 1 – June 30, 2011

#### October 25, 2011

Interim Report Q3 January 1 – September 30, 2011



## Addresses

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**AB Novestra (publ)**

111 43 Stockholm  
Sweden  
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Tel: +46 (0)8-545 017 50  
Fax: +46 (0)8-545 017 60  
info@novestra.com  
www.novestra.com

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**Diino Systems AB**

Wallingatan 22  
111 24 Stockholm  
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Corp. Id No: 556666-4750  
Tel: +46 (0)8-27 45 89  
Fax: +46 (0)8-27 49 85  
info@diino.com  
www.diino.com

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**Qbranch AB**

Primusgatan 18  
112 62 Stockholm  
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Corp. Id No: 556470-3980  
Tel: +46 (0)8-672 50 00  
Fax: +46 (0)8-13 70 70  
info@qbranch.se  
www.qbranch.se

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**Explorica, Inc.**

145 Tremont Street, 6th Floor  
Boston, MA 02111  
USA  
Tel: +1 (888) 310-7120  
Fax: +1 (888) 310-7088  
info@explorica.com  
www.explorica.com

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**Strax GmbH**

Belgische Allee 52-54  
53842 Troisdorf  
Germany  
Tel: +49 (2241) 951 270  
Fax: +49 (2241) 951 27 77  
info@strax.com  
www.strax.com

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**MyPublisher, Inc.**

641 Lexington Avenue, 24th  
Floor  
New York, NY 10022  
USA  
Tel: +1 (212) 935-5215  
Fax: +1 (212) 935-5271  
info@mypublisher.com  
www.mypublisher.com

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**WeSC**

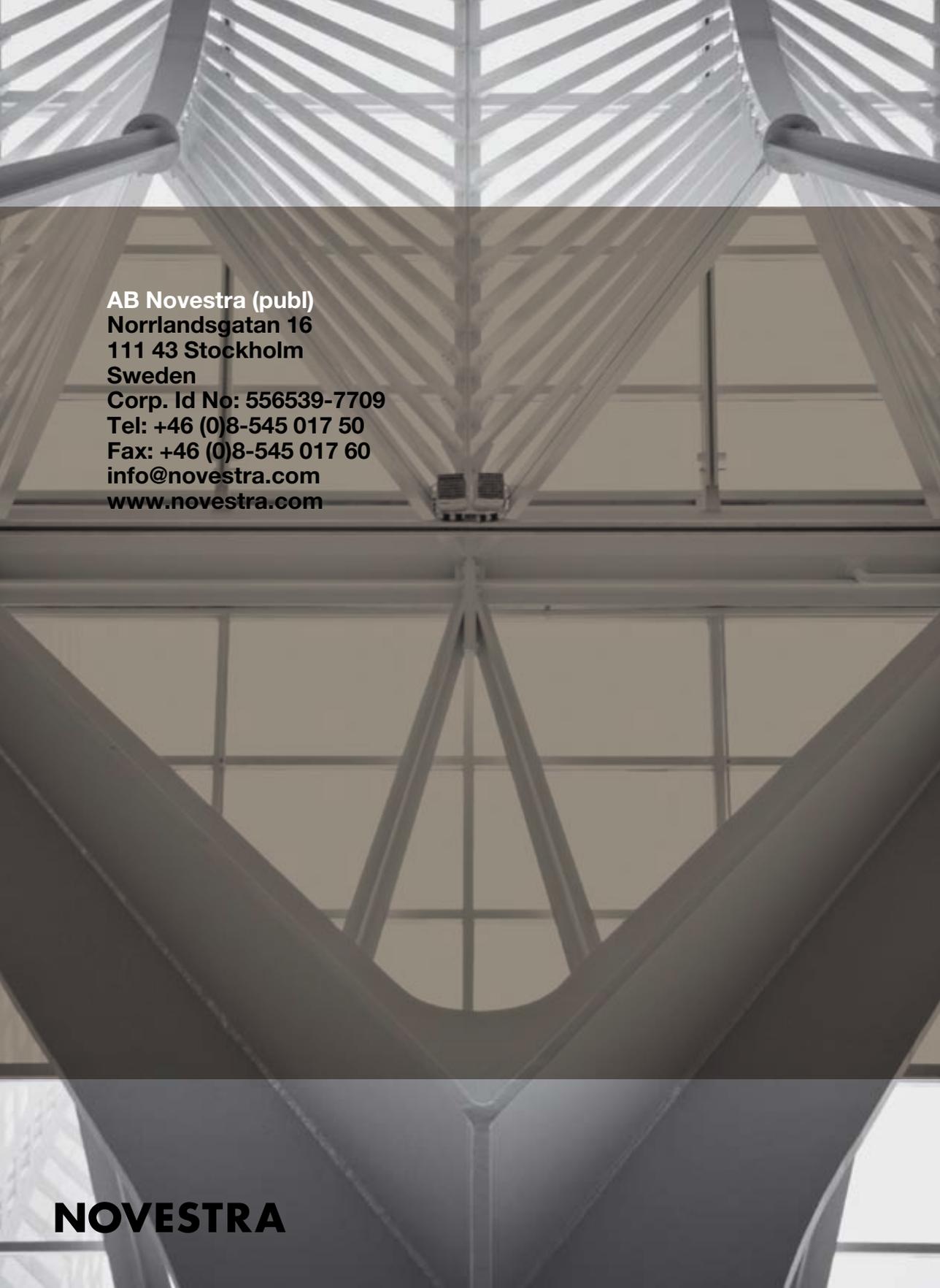
Karlavägen 108, 14th Floor  
115 26 Stockholm  
Sweden  
Corp. Id No: 556578-2496  
Tel: +46 (0) 8-465 05 000  
Fax: +46 (0) 8-465 05 099  
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www.wesc.com

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**Netsurvey Bolinder AB**

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**NOVESTRA**