



**Pre-Announcement in Accordance with  
Article 7 of the Take-Over Ordinance for the**

**Public Tender Offer of**

**Hexagon AB (publ.)**  
Stockholm, Sweden

**for all publicly held registered shares  
with a par-value of CHF 50 each of**

**Leica Geosystems Holdings AG**  
Balgach, Switzerland

Hexagon AB (publ.), Stockholm, Sweden ("Hexagon") will make a public tender offer ("Offer") for all publicly held registered shares of Leica Geosystems Holdings AG, Balgach, Switzerland ("Leica") with a par-value of CHF 50 likely on 27 June 2005.

**The following will be the main terms of the tender offer:**

**Offer Price**

CHF 440 (net) per registered share of Leica with a par-value of CHF 50 each ("Leica Shares"). The offer price will be reduced by the gross amount of any dilution effects (e.g. dividend payments, capital increases with an issue price of the shares below the offer price, repayments of capital, sales of treasury shares below the offer price, issuances of options) becoming effective prior to the settlement of the public tender offer.

**Scope of the Offer**

The Offer will extend to all publicly held Leica Shares and to new Leica Shares issued between the date hereof and the end of the additional offer period due to the exercise of options during said period of time.

**Main Parts of the Offer**

Hexagon aims at acquiring Leica as an intact entity as described in Leica's annual report as per 31 March 2005 and consisting of the following business divisions:

- Surveying & Engineering;
- GIS & Mapping;
- Consumer Products;
- Metrology;
- High Definition Surveying (HDS); and
- Special Products.

**Offer Period**

Hexagon plans to publish the offer prospectus on 27 June 2005 and to leave the Offer open for a period of 20 trading days ("Offer Period"). Hexagon reserves the right to extend the Offer Period once or several times.

**Conditions**

The Offer is subject to the following conditions precedent:

- a) at the end of the (possibly extended) Offer Period, Hexagon holds at least 50.1 % of the total of all issued Leica Shares and all Leica Shares contained in the conditional share capital of Leica;
- b) at the end of the (possibly extended) Offer Period, all necessary authorizations from domestic and foreign antitrust authorities have been obtained;
- c) at the end of the (possibly extended) Offer Period no amendment to the articles of incorporation of Leica with regard to voting restrictions or transfer restrictions have been enacted; and

- d) by the end of the (possibly extended) Offer Period no adverse events occurred that, in the aggregate and in the opinion of an independent internationally reputable expert nominated by Hexagon, are likely to result in either (i) a reduction in equity of Leica in excess of CHF 18.5 million (equal to 5% of equity reported as per 31 March 2005), (ii) a reduction in current financial year's turnover of Leica in excess of CHF 77.4 million (equal to 10% of turnover reported as per 31 March 2005), or (iii) a reduction in current financial year's EBITDA of Leica in excess of CHF 12.9 million (equal to 10% of EBITDA reported as per 31 March 2005).

Should condition b) above not have been met by the end of the (possibly extended) Offer Period and should Hexagon not have waived condition b), Hexagon is entitled:

- (i) to declare that the Offer has been successful, but to postpone the settlement of the Offer by not more than four months ("Extension Period"). The Offer becomes void in case condition b) has not been met by the end of the Extension Period unless Hexagon waives condition b);
- (ii) to extend the Offer Period beyond a 40 trading days period if the take-over board approves such extension; or
- (iii) to declare the Offer to be unsuccessful.

Hexagon reserves the right to waive all or part of the conditions.

#### **Further Information**

Hexagon is a global engineering technology group with strong market positions in selected segments. In 2004, the revenues were SEK 8,256 million (approx CHF 1,380 million). The Group has approximately 6,400 employees in 25 countries. Upon completion of the offer, Hexagon intends to combine its Metrology business with Leica's operations and to operate such combined entity together with the incumbent management team of Leica. Hexagon believes that the acquisition of Leica will be advantageous for both Leica's and Hexagon's future business prospects by positioning the combined entity as a world-leading company within the field of measurement technologies. For further information on Hexagon please see: <http://www.hexagon.se>.

Hexagon plans to publish detailed information in the same media on 27 June 2005.

#### **Identification / Security Number / ISIN / Ticker-Symbol**

Registered shares of Leica Geosystems Holdings AG with a par-value of CHF 50 each.

Security number:	1087048
ISIN:	CH0010870480
Ticker-Symbol:	LGSN

13 June 2005

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