

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **1996-01-11**
SEC Accession No. **0000950127-96-000012**

([HTML Version](#) on [secdatabase.com](#))

SUBJECT COMPANY

PHARMACIA & UPJOHN INC

CIK: **949573** | IRS No.: **980155411** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-44657** | Film No.: **96502849**
SIC: **2834** Pharmaceutical preparations

Mailing Address

*FLEMING WAY
CRAWLEY SUSSEX X0 00000*

Business Address

*FLEMING WAY
CRAWLEY SUSSEX X0 00000
6163234000*

FILED BY

AB VOLVO

CIK: **1005639**
Type: **SC 13D/A**

Mailing Address

*1155 AVENUE OF THE
AMERICAS
NEW YORK NY 10036*

Business Address

*C/O WHITE & CASE
1155 AVENUE OF THE
AMERICAS
NEW YORK NY 1003602787
2128198200*

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1, Restated)

Pharmacia & Upjohn, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

616130 50 4
(CUSIP Number)

<TABLE>
<S>

Eva Persson
AB Volvo
S-405 08 Goteborg
Sweden
46-31-590000

<C>

with copies to:
Maureen Brundage, Esq.
White & Case
1155 Avenue of the Americas
New York, New York 10036

</TABLE>

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 22, 1995

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box ().

Check the following box if a fee is being paid with this statement ().

SCHEDULE 13D

<TABLE>
<C>

<C>

CUSIP No. 616130 50 4

Page 2 of Pages

</TABLE>

<TABLE>

<C> <C>
1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AB Volvo

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ()
(b) ()

3 SEC USE ONLY

4 SOURCE OF FUNDS

00
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) ()

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Sweden

| | | |
|---|--|-----------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0<F1> |
| | 8 | SHARED VOTING POWER 0<F1> |
| | 9 | SOLE DISPOSITIVE POWER 0<F1> |
| | 10 | SHARED DISPOSITIVE POWER 0<F1> |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ()

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0<F1>

14 TYPE OF REPORTING PERSON
CO

<F1> AB Volvo may be deemed to be the beneficial owner of the shares of Common Stock owned by Fyrstegen AB. Such shares of Common Stock have been excluded to avoid double counting of the aggregate shares of Common Stock owned by AB Volvo and Fyrstegen AB.
</TABLE>

SCHEDULE 13D

<TABLE>

| | |
|-----------------------|-----------------|
| <C> | <C> |
| CUSIP No. 616130 50 4 | Page 3 of Pages |

</TABLE>

<TABLE>

| | |
|-----|--|
| <C> | <C> |
| 1 | NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON AB Fortos |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) () (b) () |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS 00 |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) () |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION Sweden |

| | | |
|---|--|-----------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER 0<F2> |
| | 8 | SHARED VOTING POWER 0<F2> |
| | 9 | SOLE DISPOSITIVE POWER 0<F2> |
| | 10 | SHARED DISPOSITIVE POWER 0<F2> |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ()

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0<F2>

14 TYPE OF REPORTING PERSON

CO

<F2> AB Fortos may be deemed to be the beneficial owner of the Shares of Common Stock owned by Fyrstegen AB. Such shares of Common Stock have been excluded to avoid double counting of the aggregate shares of Common Stock owned by AB Fortos and Fyrstegen AB.

</TABLE>

SCHEDULE 13D

<TABLE>

<C>

<C>

CUSIP No. 616130 50 4

Page 2 of Pages

</TABLE>

<TABLE>

<C> <C>

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Fyrstegen AB

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ()
(b) ()

3 SEC USE ONLY

4 SOURCE OF FUNDS

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) ()

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Sweden

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER
69,765,766

8 SHARED VOTING POWER

9 SOLE DISPOSITIVE POWER
69,765,766

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ()

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.7%

14 TYPE OF REPORTING PERSON

CO

</TABLE>

ITEM 1. SECURITY AND ISSUER

This Amendment No. 1 ("Amendment No. 1") relates to the Common Stock, par value \$0.01 per share (the "Common Stock"), of Pharmacia & Upjohn, Inc. (the "Company"), a corporation organized and existing under the laws of the State of Delaware, the principal executive offices of which are located at Fleming Way, Crawley, Sussex RH10 2L2, England. The purpose of this Amendment No. 1 is to amend and to restate the paper format Schedule 13D, dated November 2, 1995, filed by AB Volvo ("Volvo") and AB Fortos ("Fortos").

ITEM 2. IDENTITY AND BACKGROUND

(a) This Amendment No. 1 is being filed by (i) Volvo, a corporation organized and existing under the laws of the Kingdom of Sweden, (ii) Fortos, a corporation organized and existing under the laws of the Kingdom of Sweden and (iii) Fyrstegen AB, formerly known as AB Grundstegen 75 318, a corporation organized and existing under the laws of Sweden ("Fyrstegen" and collectively the "Reporting Persons"). Fortos is a direct wholly-owned subsidiary of Volvo and Fyrstegen is a wholly-owned subsidiary of Fortos.

(b) The principal business address and office for Volvo is S-405 08 Goteborg, Sweden. The principal business address and offices of Fortos is P.O. Box 7724, S-103 95 Stockholm, Sweden. The principal business address and offices of Fyrstegen is c/o Volvo, Dept. 640, 405 80 Goteborg, Sweden. The names, business addresses, present principal occupations or employments and the principal business address of the corporation in which such employment is conducted, if necessary, of the directors and executive officers of the Reporting Persons are set forth on Schedule A attached hereto and incorporated herein by reference.

(c) The principal business activity of Volvo is the manufacture of automotive and transport equipment. The principal business activity of Fortos is the divestiture of Volvo's non-core assets. The principal business activity of Fyrstegen is the divestiture of certain share holdings of the Volvo Group.

(d) Except as set forth on Schedule B attached hereto and incorporated hereby by reference, during the last five years preceding November 11, 1995 in the case of Volvo and Fortos and during the last five years preceding this day in the case of Fyrstegen, to the best knowledge of the Reporting Persons, none of the individuals set forth on Schedule A were convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the past five years preceding November 11, 1995 in the case of Volvo and Fortos and during the last five years preceding this day in

the case of Fyrstegen, to the best knowledge of the Reporting Persons, none of the individuals set forth on Schedule A was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, U.S. Federal or State securities laws or finding any violations with respect to such laws.

(f) Information with respect to the citizenship of each director and executive officer of the Reporting Persons is set forth on Schedule A hereto and is hereby incorporated by reference.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Prior to December 22, 1995, Fortos owned 69,765,766 shares of Common Stock of the Company. On December 22, 1995 Fyrstegen, a newly established company, acquired all 69,765,766 shares of Common Stock of the Company owned by Fortos pursuant to an agreement dated December 21, 1995, in exchange for shares of Fyrstegen, which company became a wholly-owned subsidiary of Fortos.

ITEM 4. PURPOSE OF TRANSACTION

The shares of Common Stock the ownership of which is reported were acquired for investment purposes. Each of the Reporting Persons reserves the right from time to time to acquire additional shares of Common Stock or to dispose of some or all of the shares of Common Stock.

None of the Reporting Persons nor, to the best knowledge of the Reporting Persons, any of the individuals set forth on Schedule A, has any plans or proposals, except as described above, that relate to or would result in (a) the acquisition by any person of additional securities of the Company or the disposition of securities of the Company; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Company or any of its subsidiaries; (d) any change in the present board of directors or management of the Company, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (e) any material change in the present capitalization or dividend policy of the Company; (f) any other material change in the Company's business or corporate structure; (g) changes in the Company's charter, by-laws or instruments corresponding thereto, or other actions which may impede the acquisition of control of the Company by any person; (h) any class of the Company's securities being delisted from a

national securities exchange or ceasing to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) any class of the Company's equity securities becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended; or (j) any action similar to any of those enumerated above.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) Fyrstgen is the beneficial owner of 69,765,766 shares of the outstanding Common Stock of the Company, or 14.7% of the outstanding Common Stock of the Company based on a total of 474,465,746 shares of Common Stock of the Company outstanding as of November 2, 1995.

Volvo and Fortos may be deemed to be the beneficial owners of shares of Common Stock of the Company owned by Fyrstegen.

(b) Fyrstegen has the sole power to vote or to direct the vote and sole power to dispose or to direct the disposition of 69,765,766 shares of Common Stock of the Company.

Volvo and Fortos may be deemed to have the power to vote and dispose of the shares of Common Stock of the Company owned by Fortos.

(c) During the past 60 days preceding November 11, 1995 in the case of Volvo and Fortos and the past 60 days preceding this day in the case of Fyrstegen, none of the Reporting Persons nor, to the best knowledge of the Reporting Persons, any of the persons listed in Schedule Attached hereto has effected any transaction in the shares of the Company, except as described in Item 3 above and except for the transactions set forth on Schedule C attached hereto and incorporated by reference.

(d) Not applicable.

(e) On December 22, 1995 Fortos ceased to be the beneficial owner of 69,765,766 shares of Common Stock of the Company.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Pursuant to a Registration Rights Agreement dated as of August 20, 1995 (the "Agreement"), Volvo has the right under certain circumstances to cause the Company to register under the U.S. Securities Act of 1933, as amended (the "Securities Act"), the offer and sale of all or a portion of the shares of Common Stock obtained by Volvo in connection with the Offer. In addition, under the Agreement, Volvo has the right under certain circumstances to have such shares of Common Stock included in a registration statement otherwise filed by the Company under the Securities Act.

Pursuant to a letter agreement dated October 31, 1995 (the "Letter Agreement") between the Company and Volvo entered into pursuant to the Agreement, Volvo has agreed on its behalf and on Fortos' behalf, not to sell, transfer, pledge, hypothecate or otherwise dispose of the shares of Common Stock received by Fortos in connection with the Offer or any shares of capital stock of the Company until results covering at least 30 days of combined operations of Pharmacia and The Upjohn Company have been published by the Company, except as otherwise permitted by the Letter Agreement. Volvo also has agreed pursuant to the Letter Agreement not to sell, transfer, pledge, hypothecate or otherwise dispose of the shares of Common Stock received by Fortos in connection with the Offer unless such sale, transfer, pledge, hypothecation or other disposition has been registered under the Securities Act or is made in conformity with an exemption from registration under the Securities Act as specified in the Letter Agreement.

Soren Gyll, a director of Volvo and a director of Fortos, and Goran Linden, an executive officer of Volvo and a director of Fortos, currently are directors of the Company.

On December 21, 1995 Fyrstegen and Fortos signed an agreement, pursuant to which Fortos transferred all its 69,765,766 shares in the Company in exchange for newly issued shares of Fyrstegen. The closing of the transaction took place on December 22, 1995 and Fyrstegen assumed all rights and liabilities of Fortos in connection with the transferred assets.

Except as otherwise described in this Item 6, none of the Reporting Persons nor, to the best knowledge of the Reporting Persons, any of the persons set forth on Schedule A, has any contract, arrangement, understanding or relationship with any other person with respect to any security of the

Company.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

| Exhibit No. | Description |
|-------------|--|
| 1 | Registration Rights Agreement dated as of August 20, 1995 among Pharmacia & Upjohn, Inc., (previously named Bushwood, Inc.), The Upjohn Company, Pharmacia AB and AB Volvo |
| 2 | Letter Agreement dated October 31, 1995 between AB Volvo and Pharmacia & Upjohn, Inc. |
| 3 | Agreement dated December 21, 1995 between AB Grundstener 75 318 (now known as Fyrstegen AB) and AB Fortos |

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 11, 1996

AB Volvo

By: /s/ Fred Bodin
Name: Fred Bodin
Title: Senior Vice President

By: /s/ Lennart Jeansson
Name: Lennart Jeansson
Title: Executive Vice President

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 11, 1996

AB FORTOS

By: /s/ Tor Kvarnback
Name: Tor Kvarnback
Title: General Counsel

By: /s/ Goran Linden
Name: Goran Linden
Title: President

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 11, 1996

FYRSTEGEN AB

By: /s/ Eva Persson
Name: Eva Persson
Title: Director

By: /s/ Mikael Kromli
Name: Mikael Kromli

| Exhibit No. | Description |
|-------------|--|
| 1 | Registration Rights Agreement dated as of August 20, 1995 among Pharmacia & Upjohn, Inc., (previously named Bushwood, Inc.), The Upjohn Company, Pharmacia AB and AB Volvo |
| 2 | Letter Agreement dated October 31, 1995 between AB Volvo and Pharmacia & Upjohn, Inc. |
| 3 | Agreement dated December 21, 1995 between AB Grundstenen 75 318 (now known as Fyrstegen AB) and AB Fortos |

SCHEDULE A

AB Volvo

Each person named below is a director or executive director of Volvo, whose principal business is described above in Item 2.

A. BOARD MEMBERS

<TABLE>

<CAPTION>

| Name | Present Principal Occupation or Employment and Address | Citizenship |
|------|--|-------------|
|------|--|-------------|

| <S> | <C> | <C> |
|-----|-----|-----|
|-----|-----|-----|

| | | |
|--------------------|---|---------|
| Bert-Olof Svanholm | Chairman of AB Volvo. President of Asea Brown Boveri AB, Executive Vice President of ABB Asea Brown Boveri Ltd. Chairman of the Federation of Swedish Industries, Chalmers Institute of Technology and the Royal Swedish Academy of Engineering Sciences (Jan. 1, 96). Member of the Boards of A Ahlstrom Oy, Finland and Swedish Employers' Confederation. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
| Per-Olof Eriksson | Chairman of the Board of Svenska Kraftnat and AB Custos. Member of the Boards of Sandvik AB, Svenska Handelsbanken, SSAB Svenskt Stal AB, AB SKF, OK Petroleum AB, Skanska AB, NV Koninklijke Sphinx, The Netherlands, Assa Abloy AB, Stockholm Institute of Technology and the Federation of Swedish Industries. Member of the Royal Swedish Academy of Engineering Sciences. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
| Hakan Frisinger | Chairman of the Boards of Atle AB, Swedwood Holding BV, The Netherlands and UBI AB. Vice Chairman of IRO AB. Member of the Boards of Catella AB, Erik Penser Fondkommission AB, Ernstrom Holding AB and IBS AB. Member of the Royal Academy of Engineering Sciences. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
| Tom Hedelius | Chairman of the Boards of Svenska Handelsbanken and Bergman & Beving AB. Vice Chairman of the Boards of AGA AB, Telefonaktiebolaget LM Ericsson and AB Industrivarden. Member of the Boards of Svenska Cellulosa Aktiebolaget SCA and ABA/SILA. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
| Soren Mannheimer | President of Stadshypotek AB, Region Goteborgs och Bohus Ian. Chairman of the National Pension Insurance Fund, Fourth Fund Managing Board. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
| Bjorn Svedberg | President and Chief Executive Officer of Skandinaviska Enskilda Banken. Chairman of the Board of Telefonaktiebolaget LM Ericsson. Member of the Boards of Asea Brown Boveri AB, ASEA AB, ABA/SILA and STORA. | Swedish |

Address:
AB Volvo, S-405 08 Goteborg, Sweden

| | | |
|------------|---|---------|
| Soren Gyll | President of AB Volvo and Chief Executive Officer of the Volvo Group since 1992. Chairman of the Board of Pharmacia AB. Chairman of the board of AB Fortos. Member of the Boards of AB Catena, AB Custos, ABA/SILA, the Federation of Swedish Industries and Swedish Employers' Confederation. Member of the Royal Swedish Academy of Engineering Sciences, the National Board of the Swedish National Association of Engineering Industries and the Board of the Swedish Works Association. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
|------------|---|---------|

| | | |
|--------------------|---|---------|
| Lars-Goran Larsson | AB Volvo. Representative for organization of salaried employees. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
|--------------------|---|---------|

| | | |
|-----------------|--|---------|
| Olle Ludvigsson | AB Volvo. Representative for plant trade union organizations. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
|-----------------|--|---------|

| | | |
|-----------------|--|---------|
| Verner Pedersen | AB Volvo. Representative for plant trade union organizations. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
|-----------------|--|---------|

<CAPTION>

| | | |
|-----------------------|-----|-----|
| Deputy Members <S> | <C> | <C> |
|-----------------------|-----|-----|

| | | |
|----------------|--|---------|
| Lars-Erik Berg | AB Volvo. Representative for organizations of salaried employees. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
|----------------|--|---------|

| | | |
|-------------------|--|---------|
| Christer Nordgren | AB Volvo. Representative for organizations within BCP Branded Consumer Products AB. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
|-------------------|--|---------|

</TABLE>

B. EXECUTIVE OFFICERS

<TABLE>

<CAPTION>

| Name <S> | Present Principal Occupation or Employment and Address <C> | Citizenship <C> |
|-------------|--|--------------------|
|-------------|--|--------------------|

| | | |
|------------|-----------|--|
| Soren Gyll | See above | |
|------------|-----------|--|

| | | |
|------------------|---|---------|
| Lennart Jeansson | Executive Vice President of AB Volvo. Member of the Board of AB Fortos, AGA AB, AB Catena. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
|------------------|---|---------|

| | | |
|----------------|--|---------|
| Sten Langenius | Executive Vice President of AB Volvo. Member of the Board of AB Fortos. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
|----------------|--|---------|

| | | |
|-----------------|--|---------|
| Per-Erik Mohlin | Executive Vice President of AB Volvo. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
|-----------------|--|---------|

| | | |
|--------------|---|---------|
| Jan Engstrom | Senior Vice President and Chief Financial Officer of AB Volvo. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
|--------------|---|---------|

| | | |
|------------------|------------------------------------|---------|
| Leif Ake Nilsson | Senior Vice President of AB Volvo. | Swedish |
|------------------|------------------------------------|---------|

Address:
AB Volvo, S-405 08 Goteborg, Sweden

| | | |
|--------------------|--|---------|
| Fred Bodin | Senior Vice President and General Counsel of AB Volvo. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
| Claes Malmros | Senior Vice President of AB Volvo. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
| Lars Anell | Senior Vice President of AB Volvo. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
| Karl-Erling Trogen | President of Volvo Truck Corporation. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
| Anders Hellman | President of AB Volvo Penta. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
| Tuve Johannesson | President of Volvo Car Corporation. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
| Bjorn Larsson | President of Volvo Bus Corporation. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
| Arne Wittlov | President of Volvo Aero Corporation. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
| Bengt Ovinger | President of Volvo Construction Equipment Corporation. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
| Goran Linden | Senior Vice President of AB Volvo. President and Chief Executive Officer of AB Fortos. Chairman of the Boards of Swedish Match AB, Retriava AB, Partena AB. Member of the Boards of Prippts Rengnes AB, Nonark Stiga AB, Liber AB. Alfred Berg Fondkommission AB, Lithells AB. Address: AB Fortos, PO Box 7724, Kungstradgarden, S-103 95 Stockholm, Swedens | Swedish |

</TABLE>

AB FORTOS

Each person named below is a director or executive director of Fortos, whose principal business is described above in Item 2.

A. BOARD MEMBERS

<TABLE>

<CAPTION>

| Name | Present Principal Occupation or Employment and Address | Citizenship |
|------------------|--|-------------|
| <S> | <C> | <C> |
| Soren Gyll | See above | |
| Lennart Jeansson | See above | |
| Sten Langenius | See above | |
| Goran Linden | See above | |

</TABLE>

B. EXECUTIVE OFFICERS

<TABLE>

<CAPTION>

| Name | Present Principal Occupation or Employment and Address | Citizenship |
|---------------------|---|-------------|
| <S> Goran Linden | <C> See above | <C> |
| Alf Ehinger | Senior Vice President and Chief Financial Officer of AB Fortos. Address: AB Fortos, PO Box 7724, Kungstradgarden, S-103 95 Stockholm, Sweden | Swedish |
| Hans Malmberg | Senior Vice President of AB Fortos. Member of the Boards of Meda AB, Chromogenix AB, Reso AB and Transpool AB. Address: AB Fortos, PO Box 7724, Kungstradgarden, S-103 95 Stockholm, Sweden | Swedish |
| Tor Kvarnback | General Counsel of AB Fortos. Address: AB Fortos, PO Box 7724, Kungstradgarden, S-103 95 Stockholm, Sweden | Swedish |

</TABLE>

FYRSTEGEN AB

<TABLE>

<CAPTION>

| Name | Present Principal Occupation or Employment and Address | Citizenship |
|----------------|--|-------------|
| <S> | <C> | <C> |
| Mikael Kromli | Vice President of AB Volvo. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
| Eva Persson | Vice President of AB Volvo. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
| Peter Werklund | Vice President of AB Volvo. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |

</TABLE>

<TABLE>

<CAPTION>

| Name | Present Principal Occupation or Employment and Address | Citizenship |
|----------------------|---|----------------|
| <S> Mikael Kromli | <C> Vice President of AB Volvo. Address: AB Volvo, S-405 08 Goteborg, Sweden | <C> Swedish |
| Eva Persson | Vice President of AB Volvo. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |
| Peter Werklund | Vice President of AB Volvo. Address: AB Volvo, S-405 08 Goteborg, Sweden | Swedish |

</TABLE>

SCHEDULE B

Individuals in Schedule A convicted in a criminal proceeding during the five year period prior to November 2, 1995

<TABLE>

<CAPTION>

Person

Proceeding

<S>

<C>

Karl-Erling Trogen

Mr. Trogen was fined SEK 30.000 in November 2, by Hovratten for Vastra Sverige in his capacity as the responsible manager within Volvo Truck Corporation. Volvo Truck Corporation had started construction of a plant without, at that time, having received the necessary permits according to the relevant environment legislation. The necessary permits were later received by the company.

P O Eriksson

Mr. Eriksson was fined in accordance with the Swedish insider regulations for not having reported to the Swedish Financial Supervisory Authority within the stipulated time-frame a purchase of 2,000 shares in Svenska Handelsbanken where Mr. Eriksson is a board member.

</TABLE>

SCHEDULE C

<TABLE>

<CAPTION>

Name

Transaction

Date

<S>

<C>

<C>

Bert-Olof Svanholm

Exchange of 4.100 Pharmacia shares for 4.100 Pharmacia-Upjohn shares

During Exchange Offer

Soren Gyll

Exchange of 6.000 Pharmacia shares for 6.000 Pharmacia-Upjohn shares

During Exchange Offer

Leif Ake Nilsson

Exchange of 150 Pharmacia shares for 150 Pharmacia-Upjohn shares

During Exchange Offer

</TABLE>