

Edgar Filing: SERONO S A - Form 6-K

SERONO S A  
Form 6-K  
April 14, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the month of April, 2003

Serono S.A.

-----  
(Registrant's Name)

15 bis, Chemin des Mines  
Case Postale 54  
CH-1211 Geneva 20  
Switzerland

-----  
(Address of Principal Executive Offices)

1-15096

-----  
(Commission File No.)

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

Form 20-F  Form 40-F   
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(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b) (1).)

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(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b) (7).)

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(Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes  No   
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(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- )

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The original version of the convocation to the Ordinary General Meeting of

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Shareholders of Serono S.A. is the French version which is published in the April 14, 2003 edition of the Swiss Official Gazette. This document is a free translation of the original French version.

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SERONO  
[GRAPHIC OMITTED]

SERONO S.A., COINSINS (VAUD)  
The shareholders of SERONO S.A. are invited to the

### ORDINARY GENERAL MEETING OF SHAREHOLDERS

ON TUESDAY, MAY 6, 2003 AT THE PALAIS DE BEAULIEU, ROOM ROM, IN LAUSANNE AT 2 PM  
(doors open at 1.30 pm)

### AGENDA

1. ANNUAL REPORT, ACCOUNTS OF SERONO S.A., CONSOLIDATED ACCOUNTS OF THE SERONO GROUP, AUDITORS' REPORTS

The Board of Directors proposes the approval of the Annual Report, the Accounts of Serono S.A. for the year 2002 as well as the Consolidated Accounts of the Serono group for the year 2002.

2. DISTRIBUTION OF PROFITS IN THE 2002 BALANCE SHEET AND DIVIDEND PROPOSAL

Profit in the 2002 balance sheet	
Net profit for the year 2002	CHF 262,520,910
Profit brought forward from previous year	CHF 715,575,994
Transfer to reserve for treasury shares	(CHF 174,449,063)
	-----
	CHF 803,647,841

The Board of Directors proposes to distribute the profits as follows:

(a) Dividend of	
CHF 2.80 gross on each registered	
"A" share with a par value of CHF 10	
and of CHF 7.00 gross on each bearer	
"B" share with a par value of CHF 25	(CHF 110,770,268)
	-----
(b) Carried forward	CHF 692,877,573

3. DISCHARGE TO THE BOARD OF DIRECTORS AND THE MANAGEMENT

The Board of Directors proposes granting discharge to the members of the Board of Directors and the Management in relation to their activities during the financial year 2002.

4. ELECTIONS

#### 4.1 BOARD OF DIRECTORS

The Board of Directors proposes the re-election for one year of Mr. Ernesto Bertarelli, Mr. Pierre E. Douaze, Mr. Bernard Mach, Mr. Sergio Marchionne, Mr. Georges Muller, Mr. Jacques Theurillat and Mr. Hans Thierstein.

#### 4.2 AUDITORS

The Board of Directors proposes the re-election of PricewaterhouseCoopers S.A. in Geneva as auditors of the annual accounts of Serono S.A. and as auditors of the consolidated accounts of the Serono group for the financial year 2003.

#### 4.3 SPECIAL AUDITORS

The Board of Directors proposes the re-election of Ernst & Young S.A.

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in Geneva as special auditors in the meaning of article 28.5 of the Articles of Association for a term expiring at the date of the ordinary general meeting in 2004.

The annual report, the accounts of Serono S.A. for the year 2002, the consolidated accounts of the Serono group for the year 2002, as well as the auditors' reports, will be available for the inspection of shareholders from April 14, 2003, at the management office of Serono S.A. at 15bis chemin des Mines, 1202 Geneva and at the banks indicated below. These documents can also be inspected on the company's Internet site ([www.serono.com](http://www.serono.com)) from the same date.

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From this date, the company will also send these documents to any shareholder who requests them.

### ADMISSION TICKETS FOR THE GENERAL MEETING

HOLDERS OF REGISTERED SHARES will receive their invitation to the General Meeting by mail, including admission ticket and the documents mentioned above. Only the holders of registered shares entered in the share register with the right to vote at April 16, 2003 may exercise the right to vote in relation to these shares.

HOLDERS OF BEARER SHARES who wish to attend the General Meeting or to be represented there are invited to obtain their admission ticket and voting card before May 1, 2003 from the secretary to the Board of Directors at the address mentioned above, or from one of the banks mentioned below, against blockage of their shares with a bank or deposit of their shares at the company's management office until the end of the General Meeting.

UBS SA	Lombard Odier Darier Hentsch & Cie	Vaudoise Cantonal Bank
Credit Suisse	Pictet & Cie	Gothard Bank

### REPRESENTATION AT THE GENERAL MEETING

Shareholders may be represented at the General Meeting by a third party by means of the power of attorney on the reverse of the admission ticket.

In addition, each shareholder may be represented by:

- his/her bank as depositary representative;
- the organs of the company;
- Me Yves Rattaz, notary in Morges, as independent representative within the meaning of article 689c CO.

Powers of attorney addressed to the company signed in blank will be passed to the independent representative. IN THE ABSENCE OF VOTING INSTRUCTIONS, VOTING RIGHTS SHALL BE EXERCISED IN FAVOR OF THE PROPOSALS OF THE BOARD OF DIRECTORS.

The company's organs may represent only those shareholders who approve the proposals of the Board of Directors. Powers of attorney containing instructions to vote against the proposals of the Board of Directors will be passed to the independent representative.

Depositary representatives of shares within the meaning of article 689d CO are requested to communicate as soon as possible (but at the latest on May 6 at the ticket check at the entrance to the Meeting) to the secretary to the Board of Directors, at the address mentioned above, the number of shares they represent.

Establishments subject to the law on banks and savings banks of 8 November 1934 and professional asset managers are considered to be depositary representatives.

The minutes of the decisions taken by the General Meeting will be available to

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shareholders for inspection at the management office of Serono S.A. from May 12, 2003.

Coinsins, April 14, 2003

SERONO S.A.

For the Board of Directors

Chairman: Georges Muller

Secretary: Francois Naef

-----  
The original version of the convocation to the Ordinary General Meeting of Shareholders of Serono S.A. is the French version which is published in the April 14, 2003 edition of the Swiss Official Gazette. This document is a free translation of the original version and has been adapted for holders of ADSs whose accounts are managed by the depositary of the ADSs program, the Bank of New York.  
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[GRAPHIC OMITTED]

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"A" share with a par value of CHF 10	
and of CHF 7.00 gross on each bearer	
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### 4. ELECTIONS

#### 4.1 BOARD OF DIRECTORS

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The annual report, the accounts of Serono S.A. for the year 2002, the consolidated accounts of the Serono group for the year 2002, as well as the auditors' reports, will be available for the inspection of shareholders and holders of ADSs from April 14, 2003, at the management office of Serono S.A. at 15bis chemin des Mines, 1202 Geneva and at The Bank of New York, 101 Barclay Street, 22 W, New York, NY 10286 (contact person is Mr. Ricardo Marine (tel.: + 1 212 815 4963 / fax: + 1 212 815 3050 / e-mail: rmarine@bankofny.com). These documents can also be inspected on the company's Internet site ([www.serono.com](http://www.serono.com))

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from the same date. From this date, the company and The Bank of New York will also send these documents to any shareholder or holder of ADSs who requests them.

The votes of holders of ADSs will be cast at the General Meeting on behalf of holders of ADSs by the depositary of the ADSs program, The Bank of New York.

The minutes of the decisions taken by the General Meeting will be available to shareholders and holders of ADSs for inspection at the management office of Serono S.A. from May 12, 2003.

Coinsins, April 14, 2003

SERONO S.A.  
For the Board of Directors

Chairman: Georges Muller  
Secretary: Francois Naef

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The annual report, the accounts of Serono S.A. for the year 2002, the consolidated accounts of the Serono group for the year 2002, as well as the auditors' reports, will be available for the inspection of shareholders and holders of ADSs from April 14, 2003, at the management office of Serono S.A. at 15bis chemin des Mines, 1202 Geneva as well as at Maurant Equity Compensation Solutions, PO Box 1310, 5th floor, Mondial House, 102 George Street, Croydon CR9 1TQ, England (contact person is Daniel Cannon, tel: + 44 (0)208 667 4007 / fax:

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+ 44 (0)208 667 4111 / e-mail: Daniel.Cannon@mourant.com). These documents can also be inspected on the company's Internet site (www.serono.com) from the same

date. From this date, the company and Maurant Equity Compensation Solutions will also send these documents to any shareholder or holder of ADSs who requests them.

The votes of shareholders and the votes of holders of ADSs will be cast at the General Meeting on their behalf by Maurant & CO Capital Trustees Limited or by the shareholders themselves should the latter wish to attend the General Meeting.

The minutes of the decisions taken by the General Meeting will be available to shareholders and holders of ADSs for inspection at the management office of Serono S.A. from May 12, 2003.

Coinsins, April 14, 2003

SERONO S.A.

For the Board of Directors

Chairman: Georges Muller  
Secretary: Francois Naef

FREE TRANSLATION  
[GRAPHIC OMITTED]

SERONO S.A.  
Coinsins (Vaud)

[ ] Registered shares A  
[ ] Bearer shares B

-----  
Total

ADMISSION CARD

-----  
Shareholder

—  
|

—  
|

—  
|

—  
|

Invitation and Admission card to the  
ORDINARY GENERAL MEETING  
of our company on

Tuesday 06 May 2003 at 2pm  
in Palais de Beaulieu, Lausanne.

Please do not detach this section

Serono S.A., Ordinary General Meeting on 06.05.2003

7 Elections  
to the Board of directors

Mr. Ernesto Bertarelli  
Mr. Pierre E. Douaze  
Mr. Bernard Mach  
Mr. Sergio Marchionne  
Mr. Georges Muller  
Mr. Jacques Theurillat  
Mr. Hans Thierstein

If you vote in favor of the proposal, please write "yes" in the box;

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if you vote against the proposal, please write "no" in the box. [ ]

Ballot paper Number of votes [ ]

If you vote in favor of the proposal, please write "yes" in the box;  
if you vote against the proposal, please write "no" in the box. [ ]

6 Ballot paper Number of votes [ ]

If you vote in favor of the proposal, please write "yes" in the box;  
if you vote against the proposal, please write "no" in the box. [ ]

5 Ballot paper Number of votes [ ]

If you vote in favor of the proposal, please write "yes" in the box;  
if you vote against the proposal, please write "no" in the box. [ ]

4 Ballot paper Number of votes [ ]

If you vote in favor of the proposal, please write "yes" in the box;  
if you vote against the proposal, please write "no" in the box. [ ]

3 Ballot paper Number of votes [ ]

If you vote in favor of the proposal, please write "yes" in the box;  
if you vote against the proposal, please write "no" in the box. [ ]

2 Ballot paper Number of votes [ ]

If you vote in favor of the proposal, please write "yes" in the box;  
if you vote against the proposal, please write "no" in the box. [ ]

1 Ballot paper Number of votes [ ]

POWER OF ATTORNEY

I/we hereby empower

(name of attorney)

to represent me/us at the Ordinary General Meeting of Shareholders of Serono S.A.

(date)

Signature:

Article 16 of the Articles of Association: Every holder of registered shares may arrange to have all or any of its shares represented by another person, who must be in possession of a written proxy form.

To hand in directly to the attorney.



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Please do not detach this section

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- 6 Serono S.A.  
Ordinary General Meeting 06.05.2003
- 5 Serono S.A.  
Ordinary General Meeting 06.05.2003
- 4 Serono S.A.  
Ordinary General Meeting 06.05.2003
- 3 Serono S.A.  
Ordinary General Meeting 06.05.2003
- 2 Serono S.A.  
Ordinary General Meeting 06.05.2003
- 1 Serono S.A.  
Ordinary General Meeting 06.05.2003

\ / DETACH PROXY CARD HERE \ /

[ ] Mark, Sign, Date and Return the Proxy Card Promptly Using the Enclosed Envelope. Votes must be indicated [X] in Black or Blue ink.

	FOR	AGAINST
1. Annual Report, Accounts of Serono S.A., Consolidated Accounts of the Serono group, Auditors Reports	[ ]	[ ]
2. Distribution of profits in the 2002 balance sheet and dividend proposal	[ ]	[ ]
3. Discharge to the Board of Directors and the Management	[ ]	[ ]
4. Elections	[ ]	[ ]
4.1 Board of Directors	[ ]	[ ]
4.2 Auditors	[ ]	[ ]

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4.3 Special auditors

[ ] [ ]

SCAN LINE

The Voting Instruction must be signed by the person in whose name the relevant Receipt is registered on the books of the Depositary. In the case of a Corporation, the Voting Instruction must be executed by a duly authorized Officer or Attorney.

Date Share Owner sign here Co-Owner sign here
-----

SERONO S.A.

INSTRUCTIONS TO THE BANK OF NEW YORK, AS DEPOSITARY
(MUST BE RECEIVED PRIOR TO THE CLOSE OF BUSINESS ON APRIL 29, 2003)

The undersigned registered holder of American Depositary Receipts (Receipts) hereby requests and instructs The Bank of New York, as Depositary, to endeavor, insofar as practicable, to vote or cause to be voted the amount of Shares or other Deposited Securities represented by the American Depositary Shares evidenced by such Receipt(s) of SERONO S.A., registered in the name of the undersigned on the books of the Depositary as of the close of business March 28, 2003 at the Ordinary General Meeting of SERONO S.A. to be held on May 6, 2003, in respect of the resolutions specified on the reverse hereof.

NOTES:

- 1. INSTRUCTIONS AS TO VOTING ON THE SPECIFIED RESOLUTIONS SHOULD BE INDICATED BY AN "X" IN THE APPROPRIATE BOX. IT IS UNDERSTOOD THAT, IF NO INSTRUCTIONS ARE RECEIVED BY THE DEPOSITARY FROM ANY OWNER WITH RESPECT TO ANY OF THE DEPOSITED SECURITIES REPRESENTED BY THE AMERICAN DEPOSITARY SHARES EVIDENCED BY SUCH OWNERS RECEIPTS ON OR BEFORE APRIL 29, 2003, THE DEPOSITARY SHALL DEEM SUCH OWNER TO HAVE GIVEN THE DEPOSITARY AN INSTRUCTION TO VOTE OR CAUSE TO BE VOTED SUCH DEPOSITED SECURITIES IN ACCORDANCE WITH THE PROPOSALS OF THE COMPANY'S BOARD OF DIRECTORS IN RESPECT OF THE MATTERS TO BE VOTED UPON.

To change your address, please mark this box. [ ]

To include any comments, please mark this box. [ ]

Please complete and date this proxy on the reverse side and return it promptly in the accompanying envelope.

Mourant
[GRAPHIC OMITTED]

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Title Name Surname  
 Address1  
 Address2  
 Address 3  
 Address 4  
 Address 5  
 Address 6

Participant ID Number :  
 -----

SERONO EMPLOYEE SHARE PURCHASE PLAN  
 ORDINARY GENERAL MEETING OF SHAREHOLDERS OF SERONO S.A., TUESDAY 6 MAY 2003  
 VOTING INSTRUCTION FORM

I hereby instruct the Plan Administrator, Mourant & Co. Capital Trustees Limited, to vote my shares on my behalf as instructed below:

VOTING INSTRUCTIONS

Please check (X) the appropriate box

- I vote for all Board proposals. If checked you need NOT complete the Specific Voting Instructions below.
- I do NOT vote for all Board proposals and instead specify my VOTING INSTRUCTIONS BELOW.

SPECIFIC VOTING INSTRUCTIONS

AGENDA ITEM NUMBER	PLEASE CHECK (X)	THE APPROPRIATE BOX	
		FOR	AGAINST
1 Annual Report, Accounts of Serono S.A. and Consolidated Accounts of the Serono group for the year 2002; Auditors' Reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Distribution of profits in the 2002 balance sheet and dividend proposal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Discharge to the Board of Directors and the Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Elections			
4.1 Board of Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.2 Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.3 Special auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SHOULD YOU WISH TO EXERCISE YOUR RIGHT TO INSTRUCT THE PLAN ADMINISTRATOR TO VOTE ON YOUR BEHALF, PLEASE ENSURE THAT YOU COMPLETE AND RETURN THIS VOTING INSTRUCTION FORM VIA FAX ONLY, ENSURING THAT MOURANT RECEIVES IT NO LATER THAN -----

5PM (UK TIME) ON MONDAY 28 APRIL 2003. THE FAX NUMBER TO USE IS:

+44 (0) 208 667 4111

SIGNED.....

DATED.....

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SERONO S.A.  
a Swiss corporation  
(Registrant)

April 14, 2003

By: /s/ Allan Shaw  
-----  
Name: Allan Shaw  
Title: Chief Financial Officer