

TECHNE CORP /MN/  
Form DEF 14A  
September 23, 2002

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act  
of 1934 (Amendment No. \_\_\_\_)

☐ Preliminary Proxy Statement  
☐ Confidential for Use of the Commission Only  
     (as permitted by Rule 14a-6(e) (2))  
☒ Definitive Proxy Statement  
☐ Definitive Additional Materials  
☐ Soliciting Material Pursuant to ss.240.14a-11(c) or ss.240.14a-12

☒ No fee required

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
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☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing:

- 1) Amount Previously Paid:
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TECHNE CORPORATION

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS to be held October 24, 2002

The annual meeting of shareholders of Techne Corporation (the "Company") will be held at the offices of the Company, 614 McKinley Place N.E., Minneapolis, Minnesota, on Thursday, October 24, 2002, at 3:30 p.m. (Central Daylight Time), for the following purposes:

1. To set the number of members of the Board of Directors at seven (7).
2. To elect directors of the Company for the ensuing year.
3. To take action upon any other business that may properly come before the meeting or any adjournment thereof.

Only shareholders of record shown on the books of the Company at the close of business on September 13, 2002 will be entitled to vote at the meeting or any adjournment thereof. Each shareholder is entitled to one vote per share on all matters to be voted on at the meeting.

You are cordially invited to attend the meeting. Whether or not you plan to attend the meeting, please sign, date and return your Proxy in the return envelope provided as soon as possible. Your cooperation in promptly signing and returning the Proxy will help avoid further solicitation expense to the Company.

This Notice, the Proxy Statement and the enclosed Proxy are sent to you by order of the Board of Directors.

THOMAS E. OLAND,  
President

Dated: September 24, 2002  
Minneapolis, Minnesota

TECHNE CORPORATION

\_\_\_\_\_  
PROXY STATEMENT  
for  
Annual Meeting of Shareholders  
to be held October 24, 2002  
\_\_\_\_\_

INTRODUCTION

Your Proxy is solicited by the Board of Directors of Techne Corporation

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(the "Company") for use at the Annual Meeting of Shareholders to be held on October 24, 2002 and at any adjournment thereof, for the purposes set forth in the attached Notice of Annual Meeting.

The cost of soliciting Proxies, including preparing, assembling and mailing the Proxies and soliciting material, will be borne by the Company. Directors, officers and regular employees of the Company may, without compensation other than their regular compensation, solicit Proxies personally or by telephone.

Proxies not revoked will be voted in accordance with the choice specified by shareholders by means of the ballot provided on the Proxy for that purpose. Proxies which are signed but which lack any such specification will, subject to the following, be voted in favor of the proposals set forth in the Notice of Meeting and in favor of the number and slate of directors proposed by the Board of Directors and listed herein. If a shareholder abstains from voting as to any matter, then the shares held by such shareholder shall be deemed present at the meeting for purposes of determining a quorum and for purposes of calculating the vote with respect to such matter, but shall not be deemed to have been voted in favor of such matter. Abstentions, therefore, as to any proposal will have the same effect as votes against such proposal. If a broker returns a "non-vote" proxy, indicating a lack of voting instruction by the beneficial holder of the shares and a lack of discretionary authority on the part of the broker to vote on a particular matter, then the shares covered by such non-vote shall be deemed present at the meeting for purposes of determining a quorum but shall not be deemed to be represented at the meeting for purposes of calculating the vote required for approval of such matter.

The mailing address of the Company's principal executive office is 614 McKinley Place N.E., Minneapolis, MN 55413. The Company expects that this Proxy Statement and the related Proxy and Notice of Annual Meeting will first be mailed to shareholders on or about September 24, 2002.

### OUTSTANDING SHARES AND VOTING RIGHTS

The Board of Directors of the Company has fixed September 13, 2002 as the record date for determining shareholders entitled to vote at the Annual Meeting. Persons who were not shareholders on such date will not be allowed to vote at the Annual Meeting. At the close of business on September 13, 2002, 41,326,936 shares of the Company's Common Stock were issued and outstanding. Such Common Stock is the only outstanding class of stock of the Company. Each share of Common Stock is entitled to one vote on each matter to be voted upon at the meeting. Holders of the Common Stock are not entitled to cumulative voting rights in the election of directors.

### PRINCIPAL SHAREHOLDERS

The following table provides information concerning the only persons known to the Company to be the beneficial owners of more than five percent (5%) of the Company's outstanding Common Stock as of September 13, 2002:

| Name and Address<br>of Beneficial Owner                                                                               | Amount and<br>Nature of Shares<br>Beneficially Owned(1) | Percent<br>of Class(2) |
|-----------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|------------------------|
| Kopp Investment Advisors, Inc.<br>Kopp Holding Company and LeRoy C. Kopp<br>7701 France Avenue So.<br>Edina, MN 55435 | 3,132,602 (3)                                           | 7.6%                   |
| FMR Corp.                                                                                                             | 3,026,310 (4)                                           | 7.3%                   |

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825 Duportial Road  
Wayne, PA 19087

Thomas E. Oland  
614 McKinley Place N.E.  
Minneapolis, MN 55413

1,741,907 (5) (6)

4.2%

-----

- (1) Unless otherwise indicated, the person listed as the beneficial owner of the shares has sole voting and sole investment power over the shares.
- (2) Shares not outstanding but deemed beneficially owned by virtue of the right of a person to acquire them as of September 13, 2002, or within sixty days of such date are treated as outstanding only when determining the percent owned by such individual and when determining the percent owned by the group.
- (3) Sole voting power: 1,108,400 shares; sole investment power: 790,000; shared investment power: 2,342,602.
- (4) Sole voting power: 228,500 shares; sole investment power: 3,026,310.
- (5) Does not include 843,700 shares held by the Company's Stock Bonus Plan for accounts of employees other than Mr. Oland, which are included in the group total in the Management Shareholding table. The Company's Board of Directors, acting by a majority vote, currently directs the Trustee as to the voting of such shares. Including such 843,700 shares, Mr. Oland, a Director of the Company, beneficially owns 2,585,607 shares or 6.3% of total shares outstanding plus shares subject to options exercisable by him.
- (6) Includes 976,920 shares owned directly, 90,507 held by the Company's Stock Bonus Plan for Mr. Oland's account, 68,556 shares held by Thomas Oland and Associates, 205,924 shares held by the Thomas Oland and Associates Profit Sharing Plan and Trust and 400,000 shares subject to stock options which are exercisable.

## MANAGEMENT SHAREHOLDINGS

The following table sets forth the number of shares of the Company's Common Stock beneficially owned as of September 13, 2002, by each executive officer of the Company named in the Summary Compensation Table, by each director and by all directors and executive officers (including the named individuals) as a group. Shares beneficially owned by Mr. Oland constitute 4.2% of total shares outstanding plus shares subject to options exercisable by him. Each other individual beneficially owns less than one percent of total shares outstanding plus shares subject to options exercisable by him or her. As a group, officers and directors beneficially own 9.3% of total shares outstanding plus shares subject to options exercisable by them.

| Name of Director<br>or Executive Officer Group | Number of Shares<br>Beneficially Owned(1) |
|------------------------------------------------|-------------------------------------------|
| -----                                          | -----                                     |
| Thomas E. Oland                                | 1,741,907 (2) (3)                         |
| Roger C. Lucas, Ph.D.                          | 76,456 (4) (5) (6)                        |
| Howard V. O'Connell                            | 243,580 (4) (6) (7)                       |
| G. Arthur Herbert                              | 288,800 (4) (6) (8)                       |
| Lowell E. Sears                                | 155,400 (4) (6) (9)                       |
| James A. Weatherbee Ph.D.                      | 155,275 (10)                              |
| Monica Tsang, Ph.D.                            | 165,355 (11)                              |
| Christopher S. Henney, D.Sc, Ph.D.             | 25,000 (4) (6) (12)                       |

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|                                                |                     |
|------------------------------------------------|---------------------|
| Randolph C. Steer, M.D., Ph.D.                 | 75,000 (4) (6) (13) |
| Marcel Veronneau                               | 55,700 (14)         |
| Timothy M. Heaney                              | 94,167 (15)         |
| Officers and directors as a group (11 persons) | 3,838,490 (16)      |

- (1) Unless otherwise indicated, the person listed as the beneficial owner has sole voting and sole investment power over outstanding shares. Shares beneficially owned includes shares subject to options that are currently outstanding and exercisable and options that are currently outstanding and will become exercisable within 60 days of September 13, 2002.
- (2) See Note (5) to the preceding table.
- (3) See Note (6) to preceding table.
- (4) Does not include 934,207 shares held by the Company's Stock Bonus Plan, which are included in the total of officers and directors as a group. The Company's Board of Directors, acting by majority vote, currently directs the Trustee as to the voting of such shares.
- (5) Includes 20,000 shares owned by Dr. Lucas' wife and 35,000 shares subject to stock options. Dr. Lucas disclaims beneficial ownership of the shares owned by his wife.
- (6) Does not include an option to purchase 5,000 shares which will be granted on and will become exercisable as of the date of the Annual Meeting pursuant to the 1998 Nonqualified Stock Option Plan.
- (7) Includes 149,680 shares owned by trusts of which Mr. O'Connell is a trustee and beneficiary and 75,000 shares subject to options.
- (8) Includes 153,800 shares held by trusts and partnership of which Mr. Herbert is a trustee or partner and 135,000 shares subject to options.
- (9) Includes 400 shares held by a trust of which Mr. Sears is a trustee and 155,000 shares subject to options.
- (10) Includes 65,912 shares subject to stock options. Does not include shares beneficially owned by Dr. Tsang, Dr. Weatherbee's wife.
- (11) Includes 75,920 shares subject to stock options. Does not include shares beneficially owned by Dr. Weatherbee, Dr. Tsang's husband.
- (12) Includes 25,000 shares subject to options.
- (13) Includes 75,000 shares subject to options.
- (14) Includes 23,791 shares subject to options.
- (15) Includes 420 shares owned by Mr. Heaney's wife, 1,400 shares owned by a family trust of which Mr. Heaney is a co-trustee, and 89,347 shares subject to options. Mr. Heaney disclaims beneficial ownership of shares owned by his wife and the trust. Does not include 933,616 shares held by the Company's Stock Bonus Plan for accounts of employees other than Mr. Heaney.
- (16) Includes 934,207 shares held by the Company's Stock Bonus Plan as to which the Company's Board of Directors directs the voting and 1,154,970 shares which may be purchased pursuant to options.

### ELECTION OF DIRECTORS

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(Proposals #1 and #2)

## General Information

The Bylaws of the Company provide that the number of directors shall be determined by the shareholders at each annual meeting. The Board of Directors recommends that the number of directors to be set at seven. Under applicable Minnesota law, approval of the proposal to set the number of directors at seven, as well as the election of each nominee, requires the affirmative vote of the holders of the greater of (1) a majority of the voting power of the shares represented in person or by proxy at the Annual Meeting with authority to vote on such matter or (2) a majority of the voting power of the minimum number of shares that would constitute a quorum for the transaction of business at the Annual Meeting.

In the election of directors, each Proxy will be voted for each of the nominees listed below unless the Proxy withholds a vote for one or more of the nominees. Each person elected as a director shall serve for a term of one year or until his successor is duly elected and qualified. All of the nominees are members of the present Board of Directors. If any of the nominees should be unable to serve as a director by reason of death, incapacity or other unexpected occurrence, the Proxies solicited by the Board of Directors shall be voted by the proxy representatives for such substitute nominee as is selected by the Board, or, in the absence of such selection, for such fewer number of directors as results from such death, incapacity or other unexpected occurrence.

The following table provides certain information with respect to the nominees for director.

| Name            | Age | Current Position(s) with Company                         | Principle Occupation(s) During Past Five Years                                                                                                                                                                                                                                                                                                                 | Director Since |
|-----------------|-----|----------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| Thomas E. Oland | 61  | Chairman of the Board, President, Treasurer and Director | Chairman of the Board, President and Treasurer of the Company since December 1985 and President of Research and Diagnostic Systems, Inc. since July 1982.                                                                                                                                                                                                      | 1985           |
| Roger C. Lucas, | 59  | Vice Chairman and Director                               | Vice Chairman and Senior Scientific Advisor to the Company's Board since July 1995. Chairman of Visual Circuits, a digital video company since August 1997, and director of ChemoCentryx, Inc., a partially owned subsidiary of the Company. Chief Scientific Officer, Executive Vice President and Secretary of the Company from December 1985 to March 1995. | 1985           |

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|                                     |             |                                                                                                                                                                                                                                                                        |      |
|-------------------------------------|-------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|
| Howard V. O'Connell                 | 72 Director | Private investor since 1990 . Chairman, President and Treasurer of John G. Kinnard and Company, Incorporated, a securities broker-dealer, from 1969 to 1990.                                                                                                           | 1985 |
| G. Arthur Herbert                   | 76 Director | Principal of CEO Advisors, a management and financial consulting firm, since January 1989; from January 1969 to December 1988, President and Vice President Manager of Electro-Science Management Corp., a manager of venture capital partnerships.                    | 1989 |
| Randolph C. Steer, M.D., Ph.D.      | 52 Director | Consultant to the pharmaceutical and biotechnology industries since 1989; Chairman (July 1999-August 2000) of Vicus.com, Inc. Director of BioCryst Pharmaceuticals, Inc.                                                                                               | 1990 |
| Lowell E. Sears                     | 51 Director | Private investor since April 1994. For more than five years prior thereto, Chief Financial Officer of Amgen Inc., a pharmaceutical company. Director of Neose Technologies, Inc.                                                                                       | 1994 |
| Christopher S. Henney, D.Sc., Ph.D. | 61 Director | Chief Executive Officer of Dendreon Corp., a biotechnology company, since April 1995. Executive Vice President of ICOS Corporation, a biotechnology company, from April 1990 to April 1995. Director of Dendreon Corp., Sonus Pharmaceuticals, Inc. and Bionomics Inc. | 1996 |

### Committee and Board Meetings

The Company's Board of Directors has two standing Committees, the Audit Committee and the Compensation Committee. The Audit Committee (whose members

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are Messrs. Herbert, O'Connell, Sears and Dr. Steer) is responsible for reviewing the Company's internal audit procedures, the quarterly and annual financial statements of the Company and, with the Company's independent accountants, the results of the annual audit. The Audit Committee also establishes and oversees the implementation of the Company's cash investment policy. The Audit Committee met five times during fiscal 2002. The Compensation Committee (whose members are Drs. Henney and Steer and Messrs. Herbert and O'Connell) recommends compensation for officers of the Company. The Compensation Committee met twice during fiscal 2002. In addition to formal meetings, the Audit and Compensation Committees had numerous telephone conferences regarding Committee business and individual members of the Committee had meetings with management, auditors and auditor candidates. The Board does not have a separate Nominating Committee, but functions as a whole in considering nominations.

During fiscal 2002, the Board held six meetings. Each director attended 75% or more of the total number of meetings of the Board and of Committees of which he was a member.

### Directors' Fees

Directors who are not employees of the Company are compensated at the rate of \$25,000 per year for service on the Board and Committees of the Board. In addition, under the Company's 1998 Nonqualified Stock Option Plan, outside directors automatically receive an option to purchase shares of the Company's Common Stock on election and upon each re-election. In connection with the 2002 Annual Meeting of Shareholders, the number of shares subject to the option granted to outside directors re-elected to the Board will be 5,000 per director.

### Audit Committee Report

The Audit Committee is composed of four independent directors and operates under a written charter adopted by the Board of Directors. The Audit Committee assists the Board of Directors with fulfilling its oversight responsibility regarding the quality and integrity of the accounting, auditing and financial reporting practices of the Company. In discharging its oversight responsibilities regarding the audit process, the Audit Committee:

- (1) reviewed and discussed the audited financial statements with management;
- (2) discussed with the independent auditors the material required to be discussed by Statement on Auditing Standards No. 61; and
- (3) reviewed the written disclosures and the letter from the independent auditors required by the Independence Standards Board's Standard No.1, and discussed with the independent auditors any relationships that may impact their objectivity and independence.

Based upon the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2002 as filed with the Securities and Exchange Commission.

G. Arthur Herbert  
Howard V. O'Connell  
Lowell E. Sears  
Randolph C. Steer, M.D., Ph.D.  
Members of the Audit Committee

EXECUTIVE COMPENSATION

Compensation Committee Report on Executive Compensation

Compensation Committee Interlocks and Insider Participation. The Compensation Committee of the Board of Directors of the Company is composed of directors Christopher S. Henney, D.Sc., Ph.D., G. Arthur Herbert, Howard V. O'Connell and Randolph C. Steer, M.D., Ph.D. None of the members of the Committee is or ever has been an employee or officer of the Company and none is affiliated with any entity other than the Company with which an executive officer of the Company is affiliated.

Overview and Philosophy. The Company's executive compensation program is comprised of base salaries, annual performance bonuses comprised of a cash and option component, long-term incentive compensation in the form of stock options, and various benefits, including the Company's profit sharing and savings plan and stock bonus plan in which all qualified employees of the Company participate. In addition, the Compensation Committee from time to time may award special cash bonuses or stock options related to non-recurring, extraordinary performance.

The Compensation Committee has followed a policy of paying annual base salaries which are on the moderate side of being competitive in its industry and of awarding bonuses based on achievement of specific revenue, profit and non-monetary goals. If the goals are achieved, the officer receives an option to purchase a number of shares with a fair market value on date of grant equal to 20% of the officer's base salary and receives, at the election of the officer, either a cash bonus equal to 20% of the officer's base salary or an additional option to purchase a number of shares with a fair market value on date of grant equal to 170% of the cash bonus alternative. Bonuses are awarded on a prorated basis if between 85% and 100% of the specific revenue and profit goals are achieved. The goals are established annually as recommended by the Chief Executive Officer of the Company and approved by the Compensation Committee.

The Company has formal employment agreements with its full-time executive officers, other than its President, effective through June 30, 2004, except Mr. Heaney's, whose agreement expires September 30, 2002 and who is retiring in October, 2002. See "Employment Contracts and Change in Control Arrangements" below. The agreements provide for base salaries subject to annual review, bonuses as described above, benefits as provided to all employees and severance compensation dependent upon years of employment with or service to the Company in the event that the officer's employment is terminated without cause or in connection with a sale or merger of the Company.

Compensation in 2002. During fiscal 2002, the Company maintained its principal compensation policies and made adjustments in base salaries to reflect competitive industry and individual performance factors. The Committee, at the beginning of fiscal 2002, established performance criteria for officers based 70% on growth in consolidated revenues and earnings and, working through the Company's Chief Executive Officer, 30% on individual goals which, if met, would permit each officer to earn a cash bonus and additional stock options. The Company achieved record revenues and, excluding a one-time litigation settlement, earnings. On the basis of performance against the criteria established, the Committee at the close of fiscal 2002 awarded to Dr. Tsang, and Messrs. Veronneau and Heaney the bonuses indicated in the table below under "Summary Compensation Table" and, subsequent to fiscal year end, the options indicated in footnote (2) to the table below under "Options/SAR Grants During 2002 Fiscal Year". In further recognition of the officers' achievements, the

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Committee established base salaries for fiscal 2003 as disclosed below under "Employment Contracts and Change in Control Arrangements."

General. The Company provided medical and insurance benefits to its executive officers, which are the same as those generally available to all Company employees. The Company has a profit sharing and savings plan in which all qualified employees, including executive officers, participate subject to statutory limitations on contributions for highly compensated individuals. In fiscal 2002, 2001 and 2000, the Company has contributed to the plan an amount equal to approximately 10%, 9% and 10% of gross wages, respectively. One half of the contributions to the plan is in the form of Common Stock of the Company. The amount of perquisites allowed to executive officers, as determined in accordance with rules of the Securities and Exchange Commission, did not exceed 10% of salary in fiscal 2002.

Chief Executive Officer Compensation. Thomas E. Oland served as the Company's Chief Executive Officer in fiscal 2002. His compensation was determined in accordance with the policies described above as applicable to all executive officers. His base salary was increased from \$220,000 in fiscal 2001 to \$225,000 in fiscal 2002 in light of the Company's increase in revenues and earnings. For fiscal 2002 performance he earned but waived a cash bonus. In February of 1996 the Compensation Committee, in connection with the Board's long-term strategic planning for the Company, adopted a substantial long-term incentive for Mr. Oland in the form of options to purchase an aggregate of 400,000 shares of the Common Stock of the Company at \$4.53 per share, the fair market value on the date of grant. The options are contingent on continued employment by the Company and have fully vested. The options will expire in February of 2006.

Summary. Aggregate executive compensation increased moderately in fiscal 2002 and the Company awarded modest stock options to officers because the Company achieved record revenues and individual officers achieved performance goals. The Compensation Committee intends to continue its policy of paying relatively moderate base salaries, basing bonuses on specific revenue, profit and performance goals and granting options to provide long-term incentive.

Christopher S. Henney, D.Sc., Ph.D.  
G. Arthur Herbert  
Howard V. O'Connell  
Randolph C. Steer, M.D., Ph.D.  
Members of the Compensation Committee

### Employment Contracts and Change in Control Arrangements

The Company has formal employment agreements with each of its full-time executive officers with the exception of its President and Chief Executive Officer, with whom the Company has an oral understanding. The agreements, which in the cases of Dr. Tsang and Mr. Veronneau expire June 30, 2004 and in the case of Mr. Heaney expires September 30, 2002, provide for base salaries subject to annual review, bonuses as described in the Compensation Committee Report contained in this Proxy Statement, benefits as provided to all employees and severance compensation based upon years of employment by or service to the Company in the event that the officer's employment is terminated without cause or in connection with a sale or merger of the Company. Base salaries for fiscal 2003 for the executive officers named in the Summary Compensation Table are as follows: T. Oland - \$225,000; M. Tsang - \$221,000; M. Veronneau - \$136,000 and T. Heaney - \$201,000. Each of such officers is also subject to a confidentiality and non-competition agreement, which prohibits competition with the Company for a period of two years following termination of employment with the Company.

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## Summary Compensation Table

The following table sets forth certain information regarding compensation paid during each of the Company's last three fiscal years to the Company's President (who serves as Chief Executive Officer) and to the Company's other executive officers whose salary and bonus for fiscal 2002 exceeded \$100,000. Not included in the table is Dr. James Weatherbee, Vice President and Chief Scientific Officer, who was on medical leave and did not receive any compensation from the Company in fiscal 2002.

| Name and<br>Principal Position                                             | Fiscal<br>Year | Annual Compensation |           |          | Long Term Compensation             |                                                  |                         |                                |
|----------------------------------------------------------------------------|----------------|---------------------|-----------|----------|------------------------------------|--------------------------------------------------|-------------------------|--------------------------------|
|                                                                            |                | Salary(\$)          | Bonus(\$) | Other(1) | Awards                             |                                                  | Payouts                 |                                |
|                                                                            |                |                     |           |          | Restricted<br>Stock<br>Awards (\$) | Securities<br>Underlying<br>Options<br>/SARs (#) | LTIP<br>Payouts<br>(\$) | All Other<br>Compensation (\$) |
| Thomas E. Oland,<br>Chairman of the Board<br>and President                 | 2002           | 225,000             | 0         | None     | None                               | 0                                                | None                    | 19,87                          |
|                                                                            | 2001           | 220,000             | 0         | None     | None                               | 0                                                | None                    | 18,45                          |
|                                                                            | 2000           | 210,000             | 0         | None     | None                               | 0                                                | None                    | 20,14                          |
| Monica Tsang, Ph.D.,<br>Vice President -<br>Research                       | 2002           | 210,000             | 39,480    | None     | None                               | 1,226                                            | None                    | 19,87                          |
|                                                                            | 2001           | 200,000             | 39,820    | None     | None                               | 554                                              | None                    | 18,45                          |
|                                                                            | 2000           | 180,000             | 36,000    | None     | None                               | 2,600                                            | None                    | 20,14                          |
| Marcel Veronneau,<br>Vice President -<br>Hematology Operations             | 2002           | 130,000             | 22,100    | None     | None                               | 748                                              | None                    | 18,01                          |
|                                                                            | 2001           | 122,000             | 24,290    | None     | None                               | 338                                              | None                    | 15,61                          |
|                                                                            | 2000           | 110,000             | 22,000    | None     | None                               | 1,498                                            | None                    | 15,73                          |
| Timothy M. Heaney,<br>Vice President -<br>Secretary and General<br>Counsel | 2002           | 195,000             | 35,980    | None     | None                               | 1,134                                            | None                    | 19,87                          |
|                                                                            | 2001           | 185,000             | 36,830    | None     | None                               | 538                                              | None                    | 10,04                          |
|                                                                            | 2000           | 117,123             | 35,000    | None     | None                               | 100,000                                          | None                    | None                           |

(1) "None" indicates zero or an amount equal to less than 10% of the total amount of annual salary and bonus reported for the named executive officer.

(2) For each individual the amount reflects Company contributions to Profit Sharing and Savings Plan (as to one-half) and Stock Bonus Plan (as to one-half), the latter in the form of shares of the Company's Common Stock.

## Options/SAR Grants During 2002 Fiscal Year

The following table provides information related to options granted to the name executive officers during fiscal 2002. The Company has not granted any stock appreciation rights.

Potential Realizable  
Value at Assumed  
Annual Rates of Stock  
Price Appreciation for

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| Name                | Individual Grants                                        |                                                                   |                                |                 | Option Term |          |
|---------------------|----------------------------------------------------------|-------------------------------------------------------------------|--------------------------------|-----------------|-------------|----------|
|                     | Number of Securities Underlying Options/SARs Granted (#) | Percent of Total Options/SARs Granted to Employees in Fiscal Year | Exercise or Base Price (\$/Sh) | Expiration Date | 5% (\$)     | 10% (\$) |
| Thomas E. Oland     | 0                                                        | --                                                                | --                             | --              | --          | --       |
| Monica Tsang, Ph.D. | 1,226 (1) (2)                                            | 39%                                                               | \$32.50                        | 6/30/08         | \$16,221    | \$37,802 |
| Marcel Veronneau    | 748 (1) (2)                                              | 24%                                                               | \$32.50                        | 6/30/08         | \$ 9,897    | \$23,063 |
| Timothy M. Heaney   | 1,134 (2) (3)                                            | 37%                                                               | \$32.50                        | 6/30/08         | \$15,004    | \$34,965 |

- (1) Such option is an incentive stock option and became exercisable July 1, 2001.
- (2) Subsequent to fiscal 2002 year end, options for the indicated number of shares at an exercise price of \$28.22 per share expiring June 30, 2009 were granted: M. Tsang - 1,400; M. Veronneau - 785; T. Heaney - 1,275.
- (3) Such option is a nonqualified stock option and became exercisable July 1, 2001.

## Option/SAR Exercises During 2002 Fiscal Year and Fiscal Year End Options/SAR Values

The following table provides information related to the only option exercised by a name executive officer during the 2002 fiscal year and the number and value of options held by each named executive officer at fiscal year end.

| Name                | Shares Acquired on Exercise (#) | Value Realized (\$)(1) | Number of Securities Underlying Unexercised Options/SARs at FY-End (#) Exercisable/Unexercisable | Value of Unexercised In-the-Money Options/SARs at FY-End (\$) (2) Exercisable/Unexercisable |
|---------------------|---------------------------------|------------------------|--------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|
| Thomas E. Oland     | 0                               | 0                      | 400,000/0                                                                                        | \$9,475,480/0                                                                               |
| Monica Tsang, Ph.D. | 40,000                          | \$1,068,300            | 74,520/0                                                                                         | \$1,735,876/0                                                                               |
| Marcel Veronneau    | 0                               | 0                      | 23,006/0                                                                                         | \$ 500,798/0                                                                                |
| Timothy M. Heaney   | 0                               | 0                      | 79,738/8,334                                                                                     | \$963,725/\$102,883                                                                         |

- (1) Based on the difference between the closing price of the Company's Common Stock as reported by Nasdaq on the date of exercise and the option exercise price.
- (2) Based on the difference between the \$28.22 per share closing price of the Company's Common Stock as reported by Nasdaq on June 30, 2002 and the option exercise price.

## Stock Performance Chart

The following chart compares the cumulative total shareholder return on the Company's Common Stock with the S&P Midcap 400 Index and the S&P Midcap

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Biotechnology Index. The comparison assumes \$100 was invested on June 30, 1997 in the Company's Common Stock and in each of the foregoing indices and assumes reinvestment of dividends.

### TOTAL SHAREHOLDER RETURN

#### INDEXED RETURNS

| Company/Index        | June 1998 | June 1999 | June 2000 | June 2001 | June 2002 |
|----------------------|-----------|-----------|-----------|-----------|-----------|
| -----                | -----     | -----     | -----     | -----     | -----     |
| Techne Corp          | 126.03    | 167.77    | 859.50    | 429.75    | 373.16    |
| S&P Midcap 400 Index | 127.15    | 148.99    | 174.28    | 189.75    | 168.25    |
| Biotechnolgy-Mid     | 104.09    | 197.34    | 439.74    | 405.49    | 201.62    |

#### INDEPENDENT AUDITORS

Deloitte & Touche LLP acted as the Company's independent auditors for the 2002 fiscal year. The selection of an auditor for the current fiscal year has not yet been made. A representative of Deloitte & Touche LLP is expected to be present at the shareholders' meeting, will have the opportunity to make any desired comments, and will be available to respond to appropriate questions.

#### Audit Fees

The estimated aggregate fees billed and to be billed by Deloitte & Touche LLP for professional services rendered in connection with the audit of the Company's annual financial statements for fiscal 2002 and review of the Company's Forms 10-Q for fiscal 2002 are \$71,507.

#### Financial Information Systems Design and Implementation Fees

Deloitte & Touche LLP did not provide to the Company any services related to financial information systems design and implementation during fiscal 2002.

#### All Other Fees

The aggregate fees billed and to be billed by Deloitte & Touche LLP for all other nonaudit services rendered to the Company during fiscal 2002, including fees for tax related services, employee benefit plan audits and business consulting services unrelated to financial information systems design and implementation are \$107,106. The Company's Audit Committee has determined that provision of such non-audit services is compatible with maintaining Deloitte & Touche LLP's independence and has determined there is no conflict of interest.

#### COMPLIANCE WITH SECTION 16(a) OF THE SECURITIES EXCHANGE ACT

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's executive officers and directors, and persons who own more than 10 percent of the Company's Common Stock, to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in ownership of Common Stock and other equity securities of the Company. Officers, directors, and greater than 10 percent shareholders ("Insiders") are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

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To the Company's knowledge, based on a review of the copies of such reports furnished to the Company, during the fiscal year ended June 30, 2002, all Section 16(a) filing requirements applicable to Insiders were met.

### SHAREHOLDER PROPOSALS

Any appropriate proposal submitted by a shareholder of the Company and intended to be presented at the 2003 Annual Meeting must be received by the Company at its offices by May 26, 2003 to be eligible for inclusion in the Company's Proxy Statement and related Proxy for the 2003 Annual Meeting.

Also, if a shareholder proposal intended to be presented at the 2003 Annual Meeting but not included in the Company's Proxy Statement and Proxy is received by the Company after August 9, 2003, then management named in the Company's Proxy for the 2003 Annual Meeting will have discretionary authority to vote the shares represented by such proxies on the shareholder proposal, if presented at the meeting, without including information about the proposal in the Company's proxy materials.

### OTHER BUSINESS

The Board of Directors knows of no other matters to be presented at the meeting. If any other matter does properly come before the meeting, the appointees named in the Proxies will vote the Proxies in accordance with their best judgment.

### ANNUAL REPORT

A copy of the Company's Annual Report to Shareholders for the fiscal year ended June 30, 2002, including financial statements, accompanies this Notice of Annual Meeting and Proxy Statement. No portion of the Annual Report is incorporated herein or is to be considered proxy-soliciting material.

THE COMPANY WILL FURNISH WITHOUT CHARGE A COPY OF ITS ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED JUNE 30, 2002, TO ANY SHAREHOLDER OF THE COMPANY UPON WRITTEN REQUEST. REQUESTS SHOULD BE SENT TO PRESIDENT, TECHNE CORPORATION, 614 MCKINLEY PLACE N.E., MINNEAPOLIS, MINNESOTA 55413.

Dated: September 24, 2002  
Minneapolis, Minnesota

### TECHNE CORPORATION

#### PROXY FOR ANNUAL MEETING OF SHAREHOLDERS

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints THOMAS E. OLAND and KATHLEEN BACKES, or either Of them acting alone, with full power of substitution, as proxies to represent and vote, as designated below, all shares of Common Stock of Techne Corporation registered in the name of the undersigned, at the Annual Meeting of the Shareholders to be held on Thursday, October 24, 2002 at 3:30 p.m. Central Daylight Time, at the offices of the Company, 614 McKinley Place N.E., Minneapolis, Minnesota, and at all adjournments of such meeting. The undersigned hereby revokes all proxies previously granted with respect to such

meeting.

The Board of Directors recommends that you vote "FOR" the following proposals:

- (1) To set the number of Directors at seven:

[ ] FOR [ ] AGAINST [ ] ABSTAIN

- (2) To elect Directors: Nominees: Thomas E. Oland, Roger C. Lucas, Ph.D., Howard V. O'Connell, G. Arthur Herbert, Randolph C. Steer, M.D., Ph.D., Lowell E. Sears, and Christopher S. Henney, D.Sc., Ph.D.

|                                                                                                                                                             |                                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|
| <p>[        ] FOR all Nominees listed above<br/>                   (except those whose names have<br/>                   been written on the line below</p> | <p>[        ] WITHOUT AUTHORITY<br/>                   to vote for all nominees<br/>                   listed above</p> |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|

(To withhold authority to vote for any nominee, write that nominee's name on the line below.)

- (3) Other matters: In their discretion, the appointed proxies are authorized to vote upon such other business as may properly come before the Meeting or any adjournment.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS DIRECTED OR, IF NO DIRECTION IS GIVEN FOR A PARTICULAR PROPOSAL, WILL BE VOTED FOR SUCH PROPOSAL.

Date \_\_\_\_\_, 2002.

PLEASE DATE AND SIGN ABOVE exactly as  
name appears at the left, indicating,  
where appropriate official position or  
representative capacity.  
If stock is held in joint tenancy,  
each joint owner  
should sign.