

Göteborg, November 20, 2001

## Press release

### NOTICE OF EXTRAORDINARY GENERAL MEETING IN ADERA AB (PUBL)

Shareholders in **Adera AB (publ)** are hereby invited to attend an Extraordinary General Meeting to be held on December 4, 2001 at 2:00 p.m., at *Saléns Konferens och Matsalar*, Room "Expert", Norrlandsgatan 15, Stockholm, Sweden.

#### Notification

Shareholders who wish to participate in the Meeting must be listed in the register of shareholders maintained by VPC AB (the Swedish Securities Register Center) not later than November 23, 2001 and notify the company of their intent to participate in the Meeting not later than November 29, 2001 at 3:00 p.m. Notification may be made in writing to the company at the following address: Adera Sweden AB, Attn: Tony Rydén, Drottninggatan 88, Box 1352, 111 83 Stockholm, Sweden. Notification can also be made by e-mail to [tony.ryden@aderagroup.com](mailto:tony.ryden@aderagroup.com), or by telephone on +46 70 260 33 43. In notifying the Company, shareholders must state their name/company name, national registration/corporate registration number, address and telephone number.

#### Right to participate

Only shareholders whose shares are registered in their own name are entitled to participate in the Meeting. Shareholders whose shares are registered in the names of nominees, through the trust department of a bank or other trustee, must temporarily re-register the shares in their own names at VPC not later than November 23, 2001.

#### Proposed agenda

1. Opening of the Meeting.
2. Election of the Chairman of the Meeting.
3. Preparation and approval of the list of shareholders entitled to vote at the Meeting.
4. Approval of the agenda.
5. Election of minutes-checkers.
6. Determination of whether the Meeting has been duly convened.
7. Matter concerning approval pursuant to the Act (1987:464) concerning Certain Directed Placements in Stock Market Companies, etc (the "LEO" Act), of the transfer of all the shares in the English subsidiary Nucleus Limited ("Nucleus").
8. Matter concerning reduction of the share capital by an amount of SEK 98,938.30.
9. Closure of the Meeting.

## **Proposal from the Board**

The company has, subject to approval from the shareholders and the release of outstanding guarantees, entered into an agreement concerning a sale of Nucleus to a newly established company wholly owned by Peter Matthews, the former majority owner of Nucleus. The purchase price for the shares in Nucleus amounts to GBP 514,000 and the buyer will assume a loan of GBP 152,488.

At an extraordinary general meeting in the company on July 17, 2001, it was resolved to withdraw, without repayment, 382,679 Series B shares of the total approximately 1,500,000 newly issued Series B shares that were issued as consideration for Nucleus. The company has now agreed with Peter Matthews that another 989,383 Series B of the consideration shares will be withdrawn without repayment.

Provided that the extra general meeting resolves to approve the transfer of the shares in Nucleus, the Board proposes that the share capital of the company will be reduced by a total amount of SEK 98,938.30 to SEK 1,914,282.80 through a withdrawal of 989,383 Series B shares without repayment. The reduction amount will be used for immediate coverage of the loss as reported in the approved balance sheet.

## **Documentation etc.**

The Board's statement with regard to the proposal to sell the shares in Nucleus and a summary of a valuation statement according to the Listing Agreement with Stockholmsbörsen AB is available on the company's website [www.aderagroup.com](http://www.aderagroup.com) and at the company. A valid resolution of such sale demand the assistance of shareholders with at least 9/10 of both the votes cast and the shares represented at the meeting.

The proposal of the Board with regard to the reduction of share capital and the documentation in line with section three of paragraph 2, chapter 6 and paragraph 4, chapter 4 of the Swedish Companies Act will be available at the company at least one week prior to the Meeting and will be sent to shareholders who so request and who provide their postal address.

Stockholm, November 2001

Board of Directors

**Adera AB (publ)**

## **For more information please contact:**

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## **About Adera**

*Adera (publ) is a consultancy company operating in two different business areas: 1) IT-driven Business and Enterprise Development and 2) integrated communications. The company today has around 250 employees. Its shares are quoted on the O List of the Stockholm Stock Exchange. [www.aderagroup.com](http://www.aderagroup.com)*