



## ConNova summons extraordinary general meeting on Friday 21 December 2001.

Press release  
Motala, Sweden  
6 December 2001

**The shareholders of ConNova Group AB (publ) are hereby summoned to extraordinary general meeting on Friday 21 December 2001 at 11 a.m. at Folkets Hus (Fullmäktigesalen), Sjögatan 5, Motala, Sweden.**

### ***Notification etc***

Shareholders who want to attend the general meeting shall

be registered in the share register kept by VPC AB on Tuesday 11 December 2001, *and*, no later than 4 p.m. on Monday 17 December, notify the company of their attendance at the general meeting to the address ConNova Group AB, Box 231, 591 23 Motala, or, by telephone, 0141-23 76 03, by facsimile, 0141-564 24, or, by e-mail, [info@connova.se](mailto:info@connova.se). The notification shall contain name, social-security/registration number, shareholding, address, and daytime telephone number. When applicable, proxy for representative, and registration certificate for legal person, are to be presented.

### ***Shares registered with a custodian***

Shareholders who have had their shares registered with a custodian, must, in order to be entitled to attend the general meeting, temporarily register their shares in their own names with VPC AB. Shareholders who thus wish to reregister their shares must notify their custodians of this in good time before Tuesday 11 December 2001, when such reregistration must have been effected.

### ***Proposal for agenda***

1. Opening of the meeting
2. Election of chairman at the meeting
3. Drawing up and approval of voting list
4. Approval of the agenda
5. Election of two persons to certify the minutes
6. Determination as to whether the meeting has been duly convened
7. The board of directors' proposal on issuance, with departure from the shareholders' pre-emption rights, of a debenture with detachable warrants carrying rights to subscribe for new shares (see *infra*)
8. Closing of the meeting

**The board of directors' proposal on issuance, with departure from the shareholders' pre-emption rights, of a debenture with detachable warrants carrying rights to subscribe for new shares (item 7)**

Shareholders representing, in total, approximately 51 percent of the votes and share capital in the company have declared their support for the board of directors' proposal on issuance of a debenture with detachable warrants carrying rights to subscribe for new shares. The contents of the proposal are, in substance, the following.

The board of directors proposes that the company raise a subordinated loan with a nominal value of SEK 1,000 through the issue of a debenture with a nominal value of SEK 1,000 with 1,320,000 detachable warrants. Each warrant entitles the holder to subscribe for one new share in the company. The term of the debenture shall be, and an interest rate of five percent per annum shall run, from and including 21 December 2001 up to and including the maturity date, 28 February 2002. Subscription for shares in accordance with the terms of the warrants may be effected during the period from and including 31 August 2003 up to and including 31 August 2004. The exercise price shall be determined through a valuation corresponding to 200 percent of the average of the last price paid for a share in the company registered for each business day during the subscription period for the issue of new shares with pre-emption rights for the shareholders, which the company intends to carry out during January/February 2002.

If shares are subscribed for regarding all the warrants, the company's share capital may be raised by SEK 660,000, which corresponds to approximately 6.6 percent of the total share capital and number of votes on a fully diluted basis. The total number of outstanding warrants corresponds, at full subscription, to approximately 9.0 percent of the total share capital and number of votes on a fully diluted basis. However, the board of directors estimates that there will be no material dilution as a result of previously issued option programs. The degrees of dilution are based on the assumption that other issues proposed by the board of directors have been carried out and fully subscribed for.

The issue of the subordinated loan with detachable warrants shall, with departure from the shareholders' pre-emption rights, be directed to the fully-owned subsidiary ConNova Systems AB (the "subsidiary"), at an issue price of, in total, SEK 1,000, with the right and obligation for the subsidiary to offer employees of the ConNova group to acquire warrants on terms corresponding to market conditions. Four categories of employees will be offered to acquire warrants. Category 1 relates to the managing director of ConNova Group AB, who is guaranteed acquisition of, and will be allotted no more than, 430,000 warrants. Category 2 relates to employees included in the management of the ConNova group, who shall be guaranteed acquisition of, and will be allotted no more than, 100,000 warrants each. Category 3 relates to key employees and specialists who shall be guaranteed acquisition of, and will be allotted no more than, 25,000 warrants each. Category 4 relates to all other employees in the ConNova group, who shall each be guaranteed acquisition of 6,000 warrants. Warrants which are not subscribed for in accordance with the above, and in no case less than 150,000 warrants, shall be kept by the subsidiary and put up for sale on terms corresponding to market conditions, mainly to persons who are later employed by the ConNova group. It is proposed that the general meeting approve the resale of the warrants by the subsidiary according to the above.

The reason for the departure from the shareholders' pre-emption rights is that the warrants constitute an incentive program and therefore are intended to be transferred to employees of

the ConNova group on terms corresponding to market conditions. The board of directors is of the opinion that the company ought to promote its long-term financial interests through the encouragement of employees to acquire owner interests in the company.

The proposal falls within the scope of the Directed Issues in Stock Market Companies Act (1987:464) and will only be adopted if supported by shareholders representing at least nine tenths of votes cast as well as shares represented at the general meeting.

The full proposal of the board of directors as well as documents pursuant to Chapter 4 Section 4 and Chapter 5 Section 3 of the Companies Act, will be available at the above stated address of the company from and including 14 December 2001, and will be sent to shareholders who so request and state their address.

Motala, December 2001

**ConNova Group AB (publ)**

*The Board of Directors*

*N.B. The above text is an unauthorised translation of the Swedish original and the Swedish text shall prevail.*

### **About ConNova**

ConNova specialises in developing and supplying business support systems for multimedia operators handling pay-TV, Internet, broadband, publishing and telecom services. The company has 15 year's experience of the industry. ConNova's services extend from consulting services to the development of software adapted to meet the market's latest requirements. Within the framework of ConNova TVX AB, ConNova also runs customer services on an assignment basis for European pay-TV operators. ConNova's current customers are mainly to be found in the fields of cable TV, DTT (Digital Terrestrial Television), multimedia, publishing and telecommunications.

The ConNova Group AB (publ) has been listed on the OM Stockholm Stock Exchange's O list since 1997.

### **For further information, please contact:**

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