

13 December 2001

To the News Editor

## General Meeting of the shareholders of Cyber Com Consulting Group Scandinavia AB(publ)

The shareholders of Cyber Com Consulting Group Scandinavia AB (publ) are hereby invited to attend an Extraordinary General Meeting of Shareholders to be held on Friday 11 January 2002 at 10.00 a.m. at the Company's offices at Norrmalmstorg 16 in Stockholm.

### **The right to attend and how to apply**

In order to be entitled to attend the meeting, shareholders must be listed in the shareholders' register kept by VPC AB (the Swedish Securities Register Centre) no later than 10 days before the meeting. They must also notify the Company no later than 7 January 2002 at 4.00 p.m. of their intention to attend the meeting and, where applicable, of the number of persons accompanying them. Notification of attendance may be sent by post to Cyber Com Consulting Group Scandinavia AB, Box 7574, SE-103 93 Stockholm, by fax on +46 8 578 646 10, or by e-mail to [info@cybercom.se](mailto:info@cybercom.se). All notifications of attendance should include name, personal/corporate identity number, address and telephone number.

### **Nominee shareholders**

Nominee shareholders whose shares are registered to the trust department of a bank or to some other nominee must, in order to be entitled to attend the meeting, temporarily register the shares in their own names with VPC AB well in advance of 28 December 2001.

### **Proposed agenda**

1. Election of the Chairman of the meeting;
2. Drawing up and approval of the voting list;
3. Approval of the agenda;
4. Election of one or two people to check the minutes;
5. Determination of whether the meeting has been duly convened;
6. The Board of Directors' proposal for a resolution concerning the issuing of a subordinated loan with detachable options to subscribe for new shares, as well as the non-observance of the preferential rights of shareholders when transferring the options. See proposal below;
7. The Board of Directors' proposal to empower the Board of Directors, or parties appointed by the Board of Directors, to make any minor amendments to resolutions passed by the General Meeting as may be required in connection with the registration of the said resolutions;
8. Any other matters that may arise;
9. Official closing of the meeting.

***The Board of Directors' proposal regarding the issuing of a subordinated loan with detachable options to subscribe for new shares and the transfer of options***

The Board of Directors proposes that the Extraordinary General Meeting of Shareholders should pass a resolution in favour of raising a subordinated loan in a nominal amount of a maximum of SEK 10,000 through the issue of a subordinated loan comprising a maximum of 500,000 detachable options to subscribe for new shares. The subordinated loan will carry an annual interest rate of 5 per cent per year and will mature for payment on request. The issue price of the subordinated loan shall correspond to 100 per cent of its nominal amount plus the calculated market value of the options. Preferential rights to subscribe to the subordinated loan shall be extended to the wholly owned subsidiary, Cyber Com Consulting Uppsala AB. Each option entitles the holder to subscribe for 1 share in the company at a nominal value of SEK 1 each. If the options are fully exercised, this will increase the Company's share capital by SEK 500,000.

If the options are fully exercised, the dilution effect will correspond to around 5.7 per cent of the share capital and voting power. Payment for each share subscribed for shall be made at a price corresponding to 130% of the average of the last price paid for the shares according to the official O list of OM Stockholmsbörsen AB (the OM Stockholm Stock Exchange) each day over the period from 27 December 2001 up to and including 10 January 2002, although this price may not be lower than the share's nominal value. The subscription period for new shares extends from 1 February 2004 to 4 March 2004 (both dates included). The reason for failing to observe the preferential rights of shareholders is that the company considers it essential to attract and retain skilled staff. A personal long-term ownership commitment among employees is expected to help stimulate increased interest in the company's operations and to strengthen the ties between the company and its staff. Bearing in mind prevailing market conditions, the existing options programme, with a subscription period falling during the autumn of 2002, no longer fulfils its function. The Board of Directors therefore considers it important that participants in this options programme should be given a new opportunity to become shareholders in the company.

The Board of Directors proposes that the General Meeting of Shareholders should approve Cyber Com Consulting Group Uppsala AB's transfer of the options, as specified above, to employees of the Cyber Com Group. External board members, senior management executives and key members of staff will be offered a maximum of 20,000 options per person. Other employees will be offered a maximum of 5,000 options. Employees of the Cyber Com Group who hold options that are part of the options programme issued during the autumn of 2002 will be given the opportunity to purchase an equivalent number of options at no cost. The employer's contributions incurred as a result of this measure will be paid by the Cyber Com Consulting Group Scandinavia AB (publ) Group. Other employees who are entitled to subscribe for shares will purchase options at their market value. The market value will be calculated by Öhrlings PricewaterhouseCoopers pursuant to the Black & Scholes' valuation model for options.

The resolutions of the General Meeting of Shareholders regarding item 6 are only valid if they gain the support of shareholders representing at least nine-tenths of both the votes cast and the shares represented at the shareholders' meeting.

The Board of Directors' complete proposal regarding the issuing of a subordinated debenture with detachable options, as well as documents pursuant to Section 5, §3 and Section 4, § 4 of the Swedish Companies Act, will be available to shareholders at the Company's office at Norrmalmstorg 16 in Stockholm as of 4 January 2002. Copies of these documents will also be sent to all shareholders who so request and who specify their postal addresses.

Stockholm

December 2001

**Cyber Com Consulting Group Scandinavia AB (publ)**

***The Board of Directors***