

## Notice of annual general meeting (AGM) of Cyber Com Consulting Group Scandinavia AB (publ)

The shareholders of Cyber Com Consulting Group Scandinavia AB (publ) are hereby called to an annual general meeting, to be held on Tuesday the 15<sup>th</sup> of April 2003, at 16.00 hours at the company office at Normalmstorg 16, Stockholm, Sweden.

### Participation:

Those shareholders who wish to participate in the annual general meeting must; 1) be registered as shareholders in the record of the company's share register kept by VPC AB by Friday the 4<sup>th</sup> of April 2003 at the latest, and 2) give notice of participation to the company not later than 17.00 hours on Wednesday the 9<sup>th</sup> April 2003, either by post to the address Cyber Com Consulting Group Scandinavia AB (publ), Box 7574, SE-103 93 Stockholm, Sweden or by telephone 08-578 646 00.

When submitting notification of attendance, specify all names, Swedish civil registration numbers (or corporate ID numbers), addresses, and phone numbers plus the number of accompanying persons. Shareholders intending to be represented by proxy should accompany the notification of attendance with a written dated power of attorney. In the event the shareholder is a legal person, attached to the power of attorney shall be a registration certificate for the legal person demonstrating that the party signing the power of attorney is authorised to give such power of attorney for the legal person's behalf.

Those nominee shareholders who want to participate in the shareholders' meeting must also temporary be registered as shareholders in the company's share register. Shareholders must give notice to the nominee in good time before Friday 4<sup>th</sup> of April, 2003, the day on which such registration must be effected.

### Proposed agenda

1. Opening of the meeting and election of the chairman for the AGM..
2. The drafting and approval of the voting register.
3. Approval of the agenda.
4. The election of two persons to verify the minutes.
5. Resolution whether the AGM has been duly convened.
6. Statement by the CEO for the financial year 2002.
7. Presentation of the annual accounts and the auditor's report and the consolidated accounts and the auditor's report for the group.
8. Decision regarding:
  - a) the adoption of the profit and loss account, the balance sheet, the consolidated profit and loss account and the consolidated balance sheet,
  - b) the allocation of the company's profit or loss, in accordance with the adopted balance sheet,
  - c) discharge from liability for the board and the CEO.
9. Determination of the number of board members and board deputies that will be elected at the AGM.
10. Determination of remuneration to the board of directors and the auditors.
11. Election of board members, deputy board members, auditors and deputy auditors.
12. Decision based on the Board of Directors' proposal concerning the authorisation for the Board of Directors to resolve upon new issue of shares.
13. Decision based on the Board of Directors' proposal concerning the authorisation for the Board of Directors to resolve upon the acquisition and transfer of the company's own shares.
14. Decision based on the Board of Directors' proposal concerning the cancellation of option rights issued at an extra general meeting on the 11<sup>th</sup> of January, 2002.
15. Decision based on the Board of Directors' proposal concerning the issue of debentures with maximum 800,000 detachable option rights including the right to subscribe for new shares in the company.
16. Election of a nominating committee and a remuneration committee.
17. Election of an auditing committee.
18. Other matters for the AGM in accordance with the Swedish Companies Act or articles of association.
19. Closing of the meeting.

### Proposed resolutions by the Board of Directors

#### Paragraph 8b. Dividend

The board and the CEO proposes that no dividend for the financial year 2002 shall be distributed.

#### Paragraph 12. Decision to authorize the board of directors to make decisions as to the issue of new shares

It is proposed that the shareholders decide to authorise the board of directors to, until the next annual general meeting, at one or several occasions, to decide upon an increase of the company's share capital through the issuance of a maximum of 500,000 new shares. The authorization encompasses the right for the board of directors to resolve upon an issue in deviation from the shareholders' preferential rights and the right to decide that payment for the new shares shall be in cash or by capital contributed in kind or through offset. The authorization shall be exercised through new issues of shares in connection with acquisitions of companies or operations for which payment totally or partially consists of shares. The reason for the board to decide on issues in deviation from the shareholder's preferential rights is to grant the board of directors increased opportunities when working with the company's capital structure and to facilitate the acquisition of companies.

#### Paragraph 13. Decision to authorize the board of directors to make decisions as to the acquisition and transfer of the company's own shares

It is proposed that the shareholders decide to authorise the board of directors to, until the next annual general meeting, at one or several occasions, to decide upon 1) the acquisition of the company's own shares on the stock exchange or in accordance with buyback offers to the shareholders and 2) the transfer of the company's own shares on the stock exchange, through an offer to all shareholders, or in connection with the acquisition of companies. The authorization encompasses the right for the board of directors to deviate from the shareholders' preferential rights and the right to decide that payment for the shares shall be in cash or by capital contributed in kind or through offset. Buyback may be decided so that the company's holding of own shares, at any given time, amount to maximum one-tenth (1/10) of all outstanding shares in the company. The company's shares on the Stockholm exchange may be acquired at the current, listed price per share

interval. The shares may be acquired at a minimum price per share comparable to an amount closely connected to the company's share price on the Stockholm stock exchange at the time of the decision or the transfer. The purposes of the proposed buyback opportunity, the opportunity to transfer the company's own shares, and the deviation from the shareholders' preferential rights are to grant the board of directors increased opportunities when working with the company's capital structure and to facilitate the acquisition of companies. The decision is valid if it is supported by shareholders holding at least two-thirds (2/3) of the votes cast as well as two-thirds (2/3) of all shares present or represented at the AGM.

**Paragraph 14. Decision based on the Board of Directors' proposal concerning the cancellation of option rights issued at an extra general meeting on the 11<sup>th</sup> of January, 2002**

The board proposes that the AGM decides to cancel the option rights issued at an extra general meeting on the 11<sup>th</sup> of January 2002 (500,000 in total), conditional upon whether affected option rights holders approve of the cancellation. The outstanding option rights are presently held, among others, by the company's subsidiary, Cyber Com Consulting Uppsala AB (102,700 in total), and by employees in the company (233,200 in total). The board further proposes that the CEO (or a CEO-authorised person) is authorised to take necessary measures for implementing the cancellation proposal.

**Paragraph 15. Decision based on the Board of Directors' proposal concerning the issue of debentures with maximum 800,000 detachable option rights including the right to subscribe for new shares in the company**

The board proposes that the AGM decides to issue a debenture with detachable option rights and approves of the transfer of the option rights to employees and executives in the company according to the following:

A debenture of a nominal value of SEK 800 with 800,000 detachable option rights shall be issued. The debenture with detachable option rights shall, in deviation from the shareholder's preferential rights, be subscribed for by the wholly owned subsidiary, Cyber Com Consulting Uppsala AB. Cyber Com Consulting Uppsala AB shall immediately detach the option rights and shall, following further instructions from the board of directors in the company, successively transfer the option rights to employees and executives in the company. The option rights shall initially be offered to employees and executives in the company's group who have accepted cancellation of the option rights in accordance with paragraph 14 above.

The term of the option rights will be 1<sup>st</sup> of June 2003 – 30<sup>th</sup> of May 2006 and gives the holder the right to subscribe for one (1) new share in the company during the period from 1<sup>st</sup> of January 2006 – 30<sup>th</sup> of May 2006. Each option right gives the holder the right to subscribe for one (1) new share in the company at an issue price equivalent to 140 % of the average of the volume weighted mean value of the bid rate that is quoted on the Stockholm stock exchange official quotation of the company's shares for each exchange day during the period from April 7<sup>th</sup> 2003 up and until April 14<sup>th</sup> 2003.

The purpose of the issue is that the company wants to give the employees the opportunity to take part of the company's economic progress. The option rights issued on the 11<sup>th</sup> of January 2002 with a subscription price of SEK 44.50 which are proposed to be cancelled in accordance with paragraph 14 above have, as a consequence of the development of the company's share price lost its purpose as an incentive for the employees. Against this background the board of directors considers that it would be advantageous for the company and the shareholders if the company's employees is given an opportunity to participate in a new the new incentive program that is adjusted to the current market conditions.

With full subscription and exchange of all option rights that are covered by the board's proposal, the company will increase its share capital by SEK 800,000, distributed among 800,000 shares corresponding to a dilution of approximately 8 %.

The decision by the AGM in accordance with this paragraph 15 is only valid if supported by shareholders holding nine-tenths (9/10) of the votes cast as well as nine-tenths (9/10) of all shares present or represented at the AGM, which is according to the law on directed issues in stock-exchange-listed companies (1987:464, "the Leo law").

**Provision of documents**

The accounts and the auditor's report and a complete proposal for decision will be available at the company two weeks before the AGM (see address above). The aforementioned documents will be sent to the shareholders who request the documents and submit their mailing addresses.

**Welcome!**

Stockholm in March 2003

Cyber Com Consulting Group Scandinavia AB (publ)

The board

**For further information, please contact**

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