



*This document is essentially a translation of the Swedish language version. In the event of any discrepancies between this translation and the original Swedish document, the latter shall prevail.*

**Shareholders in Song Networks Holding AB (publ), are herewith summoned to an Annual General Meeting to be held on Wednesday, March 24, 2004 at 3pm at Konferens Spårvagnshallarna, Birger Jarlsgatan 57A, Stockholm, Sweden**

**Notification**

Shareholders wishing to participate at the general meeting must be recorded in the printout of the shareholders' register maintained by the Swedish Securities Register Centre ("VPC"), made as of Sunday, March 14, 2004 (registration must, due to intervening week-end, be made no later than Friday, March 12, 2004); and notify the company not later than 12 PM on Friday, March 18, 2004 to the address: Song Networks Holding AB (publ), att. Lena Ekedahl Sjödin, Box 712, SE-169 27 Solna, or by fax +46 (0)8-5631 01 01. The notification should also contain the number of assistants (not more than two) who will accompany the shareholder. The notification should also state name, address, social security-/company registration number and number of shares represented.

**Nominee-registered shares**

A shareholder whose shares are registered in the name of a nominee must, to be entitled to attend the general meeting, temporarily re-register the shares in its own name. Such registration must, due to intervening week-end, be made on Friday, March 12, 2004 at the latest, and the banker or broker should therefore be notified in due time before said date.

**Power of Attorney, etc.**

A shareholder represented by a representative shall issue a power of attorney. The power of attorney should be dispatched to the company to the address mentioned above in due time prior to the general meeting. If a power of attorney is issued by a legal entity, a certified copy of a certificate of registration for that legal entity must be enclosed.

**Items and proposed agenda**

1. Opening of the general meeting
2. Election of a chairman for the general meeting
3. Preparation and approval of voting list
4. Approval of agenda
5. Election of one or two persons to verify the minutes
6. Determination of whether the general meeting has been duly convened
7. Presentation of the annual report and the auditor's report and of the consolidated accounts and the auditor's report on the consolidated operations
8. Presentation of the work performed by the Board of Directors and committees
9. The Managing Director's report
10. Resolution regarding
  - a) adoption of the profit and loss statement and the balance sheet and of the consolidated profit and loss statement and the consolidated balance sheet
  - b) allocation of the company's profit or loss pursuant to the adopted balance sheet
  - c) discharge from liability for members of the Board of Directors and the Managing Director
11. Determination of fees for the Board of Directors and the auditor
12. Election of the Board of Directors and deputy member of the Board of Directors, if any, as well as auditors and deputy auditors, if any
13. Proposal by the Board of Directors to authorize the Board of Directors to decide upon new issue of shares
14. Proposal of resolution to
  - a) appoint a nominating committee
  - b) assign the Board of Directors to appoint a compensation committee
  - c) assign the Board of Directors to appoint an audit committee
15. Closing of the general meeting



## **Proposals for decisions**

### ***Allocation of the company's loss (Item 10b)***

The Board of Directors proposes that the accumulated loss is carried forward.

### ***Election of auditor as well as fees for the auditor (Items 11 and 12)***

The Board of Directors proposes that:

- Election of the registered public accounting firm Deloitte & Touche, with Peter Gustafsson as auditor in charge, for the period until the end of the Annual General Meeting 2008
- Auditors' fee to be paid upon approval of their invoice

### ***Election of Board of Directors as well as fees for the Board of Directors (Items 11 and 12)***

The nomination process regarding the election of the Board of Directors is in the final stage and proposals for the number of Directors, compensation to the Board of Directors, and election of the Members of the Board of Directors according to items 11 and 12 will be made public as soon as possible in a press release.

### ***Proposal by the Board of Directors to authorize the Board of Directors to decide upon new issue of shares (Item 13)***

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide, on one or more occasions, during the period until the next Annual General Meeting, upon the issue of a maximum 2,910,900 shares, each having a nominal value of 5 SEK, entailing a maximum increase of the company's share capital of SEK 14,554,500. Shares may be issued for the purpose of carrying out or financing acquisitions, in whole or in part, of companies or businesses, by a cash issue with or without deviation from shareholders' preferential rights, or by an issue in kind or an off-set issue. The price for each share shall in all cases be as close to the market value of the shares as possible with deduction for any discounts necessary to attract sufficient interest for subscription.

### ***Nomination, compensation and audit committees (Item 14)***

The shareholder Sveriges Aktiesparares Riksförbund has proposed that the Annual General Meeting resolves to (i) appoint a nominating committee with the task of preparing matters related to election of the Board of Directors and to nominate suitable members (ii) assign the Board of Directors to appoint a compensation committee given the task of preparing matters related to remuneration issues within the company, and (iii) assign the Board of Directors to appoint an audit committee which shall form a sub-committee to the Board of Directors preparing issues related to monitoring the audit and the management of the company.

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For a resolution according to item 13 above, support is required by shareholders holding at least two-thirds of the votes cast as well as at least two-thirds of all shares represented at the General Meeting.

The annual report and the auditor's report for the financial year 2003 and the Board of Director's complete proposal for a decision in accordance with item 13 above will be made available at the company's office at Gustav III:s Boulevard 18, Solna as from March 10, 2004 and will also be distributed to shareholders requesting so and stating their postal address.

Stockholm, February 2004  
Song Networks Holding AB (publ)  
*The Board of Directors*