

26 February 2007



Annual General Meeting in HiQ International AB (publ)

The Board of Directors in HiQ International AB (publ) hereby gives notice to the Annual General Meeting, in accordance with the attached Notice. The Annual General Meeting will take place on Tuesday 27 March 2007 at 6.00 p.m. at the company's premises in Stockholm at Mäster Samuelsgatan 17, 9th floor.

At the general meeting *inter alia* the following proposals will be presented:

- The Board of Directors proposes a dividend of SEK 2.10 per share.
- The Nomination Committee has proposed that the following directors are re-elected, Ken Gerhardsen, Lars Stugemo, Anders Ljungh, Leila Swärd, Christina Ragsten Pettersson and Jukka Norokorpi. In addition, Gunnel Duveblad is proposed for election. Anders Ljungh is proposed as the Chairman of the Board of Directors.
- The Nomination Committee proposes that PricewaterhouseCoopers is re-elected as auditor, with authorised public accountant Bodil Björk as auditor in charge.
- The Board of Directors proposes that the General Meeting adopts a resolution to issue not more than 1,500,000 warrants. The right to subscribe for the warrants shall inure to the wholly owned subsidiary HiQ Stockholm AB, which shall transfer the warrants to current and future employees of the group. The purpose of the proposal is to create opportunities to keep and to recruit competent employees to the HiQ group and to increase the motivation amongst the employees.
- The Board of Directors proposes that the Board of Directors shall be authorised to resolve on an issue against payment in kind of no more than 5,000,000 shares, at one or several occasions, during the period until the next Annual General Meeting in connection with acquisitions.
- The Board of Directors proposal to changes of the Articles of Association in order to better reflect areas of operations
- Proposal to establish a Nominating Committee.
- Guidelines for determining salary and other remuneration to the managing director and other persons in the company's management.

For further information, please see the enclosed notice.

HiQ International AB (publ)
The Board of Directors

With questions, please contact:

Lars Stugemo, CEO HiQ International, tel. +46 8 588 90 000 or Annika Billberg, Head of Corporate Communications HiQ International, tel. +46 8 588 900 15 or +46 704 200 103

HiQ is an IT and management consultancy that focuses on high-tech solutions in the fields of communication, software development and simulation. The company is a leader in these fields, and the Nordic region is its domestic market. HiQ employs nearly 800 people at offices in Sweden, Finland and Denmark. HiQ is listed on the Nordic Exchange's MidCap list. For more information, please visit www.hiq.se



Notice to Annual General Meeting in HiQ International AB (publ)

The shareholders of HiQ International AB are hereby invited to the Annual General Meeting to be held on Tuesday 27 March 2007 at 6.00 p.m. at the company's premises in Stockholm at Mäster Samuelsgatan 17, 9th floor.

Notice of Attendance

Shareholders who wish to attend the General Meeting shall:

- have entered into the share ledger kept by VPC AB on Wednesday 21 March 2007; and
- give notice of his or her intention to participate at the General Meeting no later than Friday 23 March 2007

Notice of attendance at the General Meeting shall be made in writing to HiQ International AB, P.O. Box 7421, SE-103 91 Stockholm, or by telephone +46 8 588 90 000, or by fax +46 8 588 90 001, or by e-mail to info@hiq.se. When giving notice of participation, the shareholder shall state name, personal identification number or company registration number, address, telephone number, shareholdings along with notification of (no more than two) representatives.

Shareholders with nominee-registered shares must, in order to participate at the General Meeting temporarily register the shares in his or her own name. Such shareholder must notify its nominee regarding the above-mentioned matter in due time before 21 March 2007.

Proposed Agenda

1. Election of Chairman of the Meeting.
2. Preparation and approval of the voting list.
3. Approval of the agenda.
4. Election of one or two persons to certify the minutes.
5. Establishment of whether the Meeting has been duly convened.
6. The Managing Director's report.
7. Presentation of the Annual Report and the Auditor's Report and the Consolidated Financial Statement and the Group Auditor's Report.
8. Resolution regarding
 - a) adoption of the profit and loss statement and the balance sheet and the consolidated profit and loss statement and consolidated balance sheet,
 - b) appropriation of the company's profit or loss according to the adopted balance sheet, and
 - c) discharge from liability for the members of the Board of Directors and the Managing Director.
9. Resolution regarding the number of members and deputy members of the Board of Directors.
10. Resolution regarding fees for the Board of Directors.
11. Election of members and deputy members of the Board of Directors.
12. Election of auditor.
13. Resolution regarding issue of warrants.

14. Resolution regarding authorisation for the Board of Directors to issue new shares.
15. Resolution regarding amendments to the Articles of Association.
16. Establishment of a Nomination Committee.
17. Resolution regarding Guidelines for determining salary and other remuneration to the managing director and other persons in the company's management
18. Other matters duly referred to the Meeting.

Proposals

Dividend (item 8b)

The Board of Directors proposes a dividend of SEK 2.10 per share. The proposed record date is Friday 30 March 2007. If the General Meeting decides according to the Board of Directors' proposal, the dividend is expected to be distributed by VPC AB on Wednesday 4 April 2007.

Board of Directors and auditor (items 9-12)

The Nomination Committee proposes that the Board shall consist of seven (7) Directors and the re-election of Ken Gerhardsen, Lars Stugemo, Anders Ljungh, Leila Swärd, Cristina Ragsten Pettersson and Jukka Norokorpi and election of Gunnel Duveblad. Anders Ljungh is proposed as Chairman of the Board of Directors. It is further proposed that the remuneration to the Board for the period until the close of the next Annual General Meeting shall be a total of SEK 1,225,000, of which SEK 350,000 shall be allocated to the chairman of the board and SEK 175,000 to each of the other board members not employed by the company.

The Nomination Committee proposes that PricewaterhouseCoopers AB is re-elected as auditor, with authorised public accountant Bodil Björk as auditor in charge. The authorised public accountant Tomas Johansson was not available for re-election because of the so called rules on rotation. The Nomination Committee proposes that the meeting resolves that the auditors should be remunerated for services billed.

Resolution regarding issue of warrants (item 13)

The Board of Directors proposes that the General Meeting adopts a resolution to issue no more than 1,500,000 warrants. Each warrant shall entitle the holder to subscribe for one share. Warrants may be issued in two series (Series I and II) with no more than 1,200,000 warrants in each series. However, the total number of warrants in Series I and II may not exceed 1,500,000 warrants. For warrants in Series I the exercise price shall correspond to 110 per cent of the average exchange quotation of the company's shares during the period commencing 27 April 2007 up to and including 11 May

2007, and for warrants in Series II the exercise price shall correspond to 110 per cent of the average exchange quotation of the company's share during a period of ten trading days immediately following the submission of the interim report for the first three quarters of 2007. The term of each warrant shall be approximately two years from the date the exercise price has been determined.

The right to subscribe for the warrants shall inure to the wholly owned subsidiary HiQ Stockholm AB, which shall transfer the warrants to current and future employees of the group. Transfer of warrants shall be made at market price (the warrant premium). Key employees may not acquire more than 12,000 warrants and shall be guaranteed to acquire 4,000 warrants; all other the employees may not acquire more than 4,000 warrants each and shall be guaranteed to acquire 1,000 warrants each.

If all 1,500,000 warrants are exercised, the share capital of the company will increase by SEK 150,000 corresponding to a dilution of approx. 2.9 per cent of the company's share capital and votes. Considering previously adopted incentive programmes for employees, the total dilution amounts to approx. 5.1 per cent.

The purpose of the proposal is to create opportunities to keep and to recruit competent employees to the HiQ group and to increase the motivation amongst the employees. The Board of Directors considers that the adoption of an incentive programme as described above is in the favour of the HiQ group and for the shareholders.

With purpose of increase participation in the incentive program, the company intends to subsidise the holders of warrants, who still are employed by HiQ at the end of the term by way of a bonus payment, which after taxation amounts to the warrant premium. A prerequisite for the subsidise is that the group has achieved its long term financial target (presently the equivalent of an operating profit of 15 per cent.)

A resolution regarding approval of the incentive programme as set out above, must be supported by shareholders representing at least 90 per cent of the shares and the numbers of votes represented at the General Meeting.

Resolution regarding authorisation for the Board of Directors to issue new shares (item 14)

The Board of Directors proposes that the Board of Directors shall be authorised to resolve to issue of no more than 5,000,000 shares against payment in kind in connection with acquisitions, at one or several occasions, during the period until the next Annual General Meeting.

Resolution regarding amendments of the Articles of Association. (item 15)

The Board of Directors proposes that the annual general meeting resolves to changes to item 3 in the Articles of association in accordance with the following (changes marked in *italics*):

"Together with its subsidiaries, the Company is to offer consultancy services within systems development, analysis, training and business development to high-technology companies and organizations, primarily in the following client and market sectors: telecom, defence, finance, automotive and other high-technology sectors. The Company shall also provide common

Group functions, buying and selling properties and securities, as well as other associated activities."

Establishment of a Nomination Committee (item 16)

The Nomination Committee suggest that the General Meeting shall establish a Nomination Committee according to the following principles. The Chairman of the Board of Directors shall no later than at the end of the third quarter convene the four major shareholders in the company, which each are to elect one representative to the Nomination Committee. If any of the four major shareholders renounce from their right to elect a representative, the next largest shareholder are to be provided with the opportunity to elect a representative. In addition, the Chairman of the Board of Directors can be elected to be a part of the Nomination Committee. Neither the CEO nor any other member of the management shall be a member of the Nomination Committee. The Chairman of the Board of Directors shall convene the initial meeting of the Nomination Committee. A representative of the shareholders shall be elected as Chairman of the Nomination Committee. Term of office for the Nomination Committee is until a new Nomination Committee has been appointed.

The names of the representatives of the Nomination Committee shall be announced in connection with the publishing of the company's interim report for the third quarter 2007. All shareholders will thereby be informed whom to contact regarding questions on nominations.

The Nomination Committee will be constituted based on known shareholding in the company no later than 30 September 2007. In the event of major changes in the owner structure after the constitution of the Nomination Committee, the structure of the Nomination Committee can also change according to the above stated principles. Such changes shall be made public immediately.

The Nomination Committee shall prepare and at the general meeting leave proposals regarding;

- election of Chairman of the Board of Directors along with other members of the Board of Directors;
- fees to the members of the Board of Directors divided between the Chairman and other members as well as compensation for work in committees;
- election of and fee to the auditors and (where appropriate) any deputy auditors;
- decisions on principles regarding election of the Nominating Committee; and
- Chairman for the annual general meeting

No fee shall be paid to the Nomination Committee. The Nominating Committee shall, upon approval by the Chairman of the Board of Directors, be entitled to burden the company with costs for recruitment consultants or other costs necessary for the Nominating Committee to fulfil its duties.

Miscellaneous

From 13 March 2007, the complete text of the Board of Directors' proposals as set out in item 13 and 17 above together with the statement of the Board of Directors regarding the proposed dividend will be obtainable at the company's premises in Stockholm at Mäster Samuelsgatan 17, 9th floor, on the company's website, www.hiq.se, and sent to the shareholders who have

notified to participate at the Annual General Meeting. Other shareholders who wish to receive those documents may notify the company, whereupon the documents will be sent by mail or by e-mail.

Annual Report

Shareholders who wish to receive the printed version of the Annual Report for the fiscal year 2006, please order the report from the company by telephone +46 8 588 90 000, by fax +46 8 588 90 001 or by e-mail: info@hiq.se.

Stockholm in February 2007
THE BOARD OF DIRECTORS

HiQ is an IT and management consultancy that focuses on high-tech solutions in the fields of communication, software development and simulation. The company is a leader in these fields, and the Nordic region is its domestic market. HiQ employs nearly 800 people at offices in Sweden, Finland and Denmark. HiQ is on the Nordic Exchange's MidCap list. For more information, please visit www.hiq.se