



Stockholm Dec 8, 2000

Notice of an extraordinary general meeting of shareholders

CELL NETWORK AB (publ)

The shareholders of Cell Network AB (publ) are hereby convened to an extraordinary general meeting of shareholders on Friday, December 22, 2000 at 9.00 a.m., at Stockholm City Conference Centre; Norra Latin on Drottninggatan 71 B in Stockholm. The conference room will be announced in the lobby.

Notice to attend

In order to have the right to attend the shareholders meeting, the shareholders shall be registered in the share registry kept by Värdepapperscentralen VPC AB not later than Tuesday 12 December 2000. Shareholders, who own shares managed by an authorised nominee (bank or securities broker) must in order to be able to vote at the shareholders meeting request to have the shares temporarily registered in his own name in the share registry. Such registration must have been completed on Tuesday 12 December 2000. Shareholders wishing to attend the shareholders meeting shall further notify the company not later than Wednesday 20 December 2000 at 12.00 under the address Cell Network AB, Att: Klas Dehlin, Box 1036, SE-405 22 Gothenburg, Sweden or by telephone to Klas Dehlin, +46 739 733 004. Notice may also be given by e-mail to klas.dehlin@cellnetwork.com. A shareholder may be accompanied by up to two advisors at the shareholders meeting providing that Cell Network AB has been notified of the number of advisors in accordance with what is set out above on notice to attend.

Agenda

At the shareholders meeting the following matters shall be dealt with:

1. Opening of the meeting
2. Election of chairman for the meeting
3. Preparation and approval of the voting list
4. Election of one or two persons to check the minutes
5. Consideration whether the meeting has been properly convened
6. Approval of the agenda
7. Presentation of
 - (a) a copy of the latest annual report, with a note regarding the annual general meeting's decision in respect of the company's profit, and a copy of the audit report for the same year;
 - (b) a statement signed by the board regarding events material to the company's position, which have occurred since the submittance of the annual report;
 - (c) a report by the company's auditor on the board's statement.

8. The board's proposal on an issue of shares resulting in an increase of the company's share capital by an amount equivalent of

$$\frac{1\,600\,000 * a}{b} * 2$$

where "a" is the exchange rate for FFR calculated as the average value of the buying- and selling rate the third business day before the general meeting of shareholders and "b" is the average closing price for shares in Cell Network AB at OM Stockholmsbörsen AB during the period ten trading days until the third business day before the general meeting of shareholders. With deviation from the preferential right of the shareholders, the right to subscribe for the new shares, half each, shall be vested in Gilles Folin and Philippe Metzger, both having leading positions in Cell Network France, against contribution in kind of 6 % of the shares in Log-xeemple SARL and 5 % of the shares in Baaks SARL, respectively. All other shares in the two above mentioned companies are owned by Cell Network France. The proposal is made in order to terminate an option programme in Cell Network France (previously called Voove S.A.) which existed before the acquisition of Voove S.A. in December 1999. The board's complete proposal and documents in accordance with the Swedish Companies Act, Chapter 4 Sections 4 and 6 are available at the company from and including December 15, 2000 and will be sent on request.

9. The issue of approval of the transfer of 100 000 shares with an aggregate par value of GBP 1,000 in Cell Strategy Ltd, equivalent of approximately 3.5 % of the shares in the company, to Elboniel Belgium S.A. and of the assignment of 100 000 shares with an aggregate par value of GBP 1,000 in Cell Strategy Ltd, equivalent of approximately 3.5 % of the shares in the company to Innovelop Belgium S.A. Elboniel Belgium S.A. and Innovelop Belgium S.A. are owned by Björn Jensen and Peter Nordström respectively, members of the board in and employees of Cell Strategy Ltd. The agreement between Cell Network AB and Jensen, Nordström and their respective Belgian companies had the intention of gradually integrating Cell Strategy Ltd into Cell Network AB has as per agreement between the parties been revoked. The re-assignment of shares in Cell Strategy Ltd which now is submitted to the general meeting of shareholders for approval is due to and a part of discontinuing Cell Network AB's position in Cell Strategy Ltd. The total compensation paid to Cell Network AB for shares and rights according to the agreement amounts to approximately MSEK 33. Cell Strategy Ltd has repaid loans amounting to MSEK 62 to Cell Network AB as well. Further information is available at the company from and including December 15, 2000 and will be sent on request.
10. Closing of the meeting.

Stockholm in December 2000

The board of directors of Cell Network AB