

Stockholm, Sweden - February 13, 2001

NOTICE CONVENING AN EXTRA GENERAL MEETING OF THE SHAREHOLDERS OF AU-SYSTEM AB (PUBL)

The shareholders of AU-System AB (publ) are hereby convened to an extra general meeting on Wednesday 14 March 2001 at 13.00 at the IVA Conference Center, Grev Turegatan 16, Stockholm, Sweden. Room: Wenströmrummet.

Attendance

A shareholder that wishes to participate at the general meeting shall be listed as a shareholder in the by VPC AB ("VPC") kept share register on Friday 2 March 2001 and must notify the company of its attendance on Thursday 8 March 2001 at 12.00 at the latest.

A shareholder that has its shares nominee registered with a bank or other securities institute must in order to have the right to participate at the meeting temporarily register its shares in its own name. Such registration must be completed on Friday 2 March 2001 at the latest and the nominee should therefore be notified of this in due time before such date.

Notification

Notification of attendance at the meeting may be made in writing to AU-System AB, Attn: Anita Sullivan, Box 47612, SE-117 94 Stockholm, by telephone +46 8 726 77 47, by fax + 46 8 19 33 22 or by e-mail to anita.sullivan@ausys.se. In the notification should be stated name, personal or corporate identification number, address, telephone number and shareholding as well as information of authorised representatives, proxies and assistants, if applicable. To the notification should, if applicable, be attached complete documents showing the due authorisation of representatives such as certificates of registration and powers of attorneys.

Proposed Agenda

1. Election of chairman of the meeting.
2. Preparation and approval of voting list.
3. Approval of the agenda.
4. Election of one or two persons to approve the minutes.
5. Question of whether the meeting has been properly convened.
6. The board's proposal to resolve upon an employee stock option programme and the issue of debentures with detachable subscription warrants in connection herewith.
7. The board's proposal to resolve upon the allotment of employee stock options to a member of the board.
8. The board's proposal to authorise the board to issue new shares.

6. Employee stock option programme and issue of debentures with detachable subscription warrants

The board proposes that the general meeting resolve upon an employee stock option programme with the following main terms and conditions:

The stock option programme shall comprise of a maximum of 1,000,000 options. Each stock option entitles to acquisition of one share in AU-System at a price established in accordance with the below, with

the exception for any possible later re-calculation. The stock options shall not be deemed to be securities and shall not be transferable to any third parties.

Allotment of stock options shall be made without consideration to employees in the AU-System group abroad that have not previously been offered to participate in any incentive programme (currently approximately 50 persons).

The right to acquire shares under the stock options shall be possible to utilise with 25 per cent of the allotted stock options on 31 March 2003 at the earliest, with another 25 per cent on 31 March 2004 at the earliest, with another 25 per cent on 31 March 2005 at the earliest and with the remaining 25 per cent on 31 March 2006 at the earliest, all provided that the employee at each respective point in time still remains employed in the AU-System group.

Employees with management positions, other key personnel shall be allotted between 10,000 and 50,000 stock options each. All employees in question are guaranteed allotment of at least 5,000 stock options each.

For execution of the employee stock option programme the board proposes that the general meeting resolves to issue debentures with detachable subscription warrants on the following main terms and conditions:

- A Debentures of a nominal amount of a maximum of SEK 100 with a maximum of 1,000,000 subscription warrants shall with departure from the shareholders' pre-emption rights be issued to wholly owned subsidiaries of AU-System. The debentures shall be issued at a price corresponding to their nominal amount and shall bear no interest and repayment shall be made on 30 June 2001. Each warrant shall entitle to subscription of one new share during the period from and including 31 March 2003 up to and including 30 June 2006 at an exercise price to be established as an amount corresponding to 100 per cent of the average stock exchange quotation price for a share in AU-System during the period from and including 28 February 2001 up to and including 28 March 2001. The exercise price as well as the number of shares that each warrant entitles to may be re-calculated at issues of new shares etc in accordance with customary rules.
- B The subsidiaries shall, after subscription of the debentures with detachable subscription warrants, dispose of the subscription warrants in order to honour the undertakings that follow from the employee stock option programme in accordance with the above. Transfers in connection herewith shall be made without consideration.

The reason for the departure from the shareholders' pre-emption rights is the following. A personal long term ownership interest from the employees and board members is estimated to stimulate increased interest for the business activities and the development of the result, increase motivation as well as increase the sense of solidarity with the company. It is essential for the company to create possibilities for recruiting and maintaining competent personnel. The board therefore is of the opinion that the offer is for the benefit of the company and its shareholders.

The dilution upon exercise of all warrants corresponds to approximately 1 per cent of the share capital and the votes.

The Swedish law (1987:464) on certain directed issues in stock market companies etc is applicable on this proposal and may therefore be adopted only if at least nine tenths of both all votes cast and all shares represented at the meeting vote for the proposal.

7. Allotment of employee stock options to a member of the board

The board proposes that the general meeting shall approve that the newly elected member of the board Dr Rolf-Dieter Leister participates in the above mentioned employee stock option programme and thereby is allotted a maximum of 25,000 stock options.

The Swedish law (1987:464) on certain directed issues in stock market companies etc is applicable on this proposal and may therefore be adopted only if at least nine tenths of both all votes cast and all shares represented at the meeting vote for the proposal.

8. Authorisation for the board to issue new shares

At the extra general meeting on 18 December 2000, the board was authorised to decide upon issues of a maximum of 10,000,000 new shares, whereupon payment should be made in kind.

The board proposes that the general meeting, with the cancellation of the above mentioned authorisation, authorise the board until the period until the next annual general meeting, at one or several occasions, and with or without departure from the shareholders' pre-emption rights, to issue a maximum of 10,000,000 new shares, whereupon payment shall be possible to make in cash, in kind or by set-off.

The reason for the authorisation and for why departure from the shareholders' pre-emption rights shall be possible, is mainly the same as for the last authorisation, namely that the board wishes to be able to make speedy acquisitions of companies. The reason for why the board now wish to extend the authorisation to include also issues of new shares for payment in cash and by set-off, is that the board wishes to have further flexibility when executing acquisitions as well as to have the possibility to make investments in AU-System's incubator activities as well as to finance other further expansion. In view of the above the general meeting is proposed to resolve in accordance with the board's proposal.

The board's complete proposals as well as documents in accordance with chapter 4 section 4 and chapter 5 section 3 of the Swedish Companies Act will be held available for the shareholders at the company, Liljeholmsstranden 3, Box 47612, SE-117 94 Stockholm from and including Wednesday 7 March 2001, and will be sent to such shareholders that make such request and provide their address.

Stockholm in February 2001

AU-System AB (publ)

The Board

About AU-System

AU-System is a leading Mobile Internet consultancy. Through the subsidiary SandbergTrygg, the company also offers integrated services for marketing communications. Major clients include Ericsson, Telia, Scania, MeritaNordbanken and Singapore Telecom. AU-System was established in 1974 and currently employs more than 1000 staff in offices in Sweden, the U.K., Italy, the U.S., Thailand and Singapore. AU-System is listed on Attract40 of the OM Stockholm Exchange, under the symbol AUS. For more information, please visit www.ausystem.com.