

**EXTRAORDINARY GENERAL MEETING OF GLOBAL IP SOLUTIONS (GIPS) HOLDING AB (PUBL)**

**The shareholders of Global IP Solutions (GIPS) Holding AB (publ) (the "Company") are hereby summoned to the Extraordinary General Meeting to be held on Friday 23 July 2010, at 11 a.m., at the premises of JCA Skarp law firm, Birger Jarlsgatan 55, Stockholm**

**Entitled to participate**

A shareholder who wishes to participate in the Extraordinary General Meeting shall

- notify DnB NOR no later than on Thursday 15 July 2010 at noon (applicable to shares registered in the Norwegian VPS system);
- be included in the share register kept by Euroclear Sweden AB (previously named VPC AB) on Saturday 17 July 2010; and
- notify the Company that the shareholder intends to attend the Extraordinary General Meeting.

**Please note that both registration in the Swedish Euroclear system as well as notification to the Company are required actions in order to become entitled to vote at the Extraordinary General Meeting!**

*Shares registered in Norway (VPS registered shares)*

A shareholder who has its shares registered with the Norwegian VPS shall notify DNB NOR Bank ASA no later than on Thursday 15 July 2010 at noon that the shareholder wishes to be registered to vote at the Extraordinary General Meeting. Such notification shall contain information about the shareholder's name, address, date of birth or corporate registration number, and number of shares. The notification shall be sent by facsimile to DnB NOR Bank ASA, Attention Kjetil Giil Berg, Verdipapirservice, Fax No. +47 22 94 90 20. DnB NOR Bank ASA will thereafter manage the registration of the shareholder in the Swedish Euroclear system. The shareholder must also notify the Company in accordance with what is stipulated under the headline "All shareholders", below.

*Shares registered in Sweden (not VPS registered shares)*

In order to be entitled to participate in the Extraordinary General Meeting, a shareholder must be included in its own name in the printout of the shareholders' register kept by Euroclear Sweden evidencing the status on the record date, Saturday 17 July 2010. A shareholder who has had its shares registered in the name of an authorized agent through a bank or securities institution (for instance on a nominee or depot account) must instruct its nominee/broker to temporarily register the shares in the shareholder's own name. A request to the nominee/broker for such direct registration must be made well before Saturday 17 July 2010. The shareholder must also notify the Company in accordance with what is stipulated under the headline "All shareholders", below.

*All shareholders*

The shareholders who wish to attend the Extraordinary General Meeting in person or by proxy shall furthermore notify the Company no later than on Tuesday 20 July 2010 at 4 p.m., by mail to Global IP Solutions (GIPS) Holding AB, c/o JCA Skarp law firm,

att: Ulf Wiklund, Box 7467, 103 92 Stockholm, or by facsimile at +46 8 67 69 789, or by e-mail to [ulf.wiklund@skarplaw.se](mailto:ulf.wiklund@skarplaw.se). In the notification, the shareholder shall state its name and the number of shares held. A certificate of registration showing the persons authorized to represent the shareholder, as well as any power of attorney to represent the shareholder if applicable, should be enclosed to the notification to the Company and shall be brought to the Extraordinary General Meeting. The power of attorney shall be signed and dated and must not be dated earlier than one year prior to the day of the Extraordinary General Meeting.

The total number of shares and votes in the Company are 32,380,693.

### **Proposed Agenda**

1. Opening of the meeting.
2. Election of the chairman of the meeting. Proposal, see item A below.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of one or two persons to approve the minutes.
6. Determination as to whether the meeting has been duly convened.
7. Determination of the number of Board members and deputy Board members, as well as election of new members and deputy members of the Board of Directors. Proposal, see item B below.
8. Determination of the fees for the Board of Directors. Proposal, see item B below.
9. Repeal of the 2010 Annual General Meeting's resolution regarding the nomination committee, as well as dissolution of the nomination committee. Proposal, see item C below.
10. Approval of the Board of Director's application for delisting of the Company's shares from the Oslo stock exchange. Proposal, see item D below.
11. Closing of the meeting.

#### **A. Chairman of the meeting (item 1 above)**

It is proposed that attorney-at-law Ulf Wiklund shall be the Chairman of the Extraordinary General Meeting.

#### **B. Election of the Board of Directors and determination of fees for the Board of Directors (items 7 and 8 above)**

The shareholder Google Acquisition Holdings Inc. ("Google"), which after the completion of its public takeover offer for the Company controls more than 90 percent of the shares of the Company, intends to present in due course before the Extraordinary General Meeting its proposal for the number of Board members and alternate Board members, the election of new members and alternate members of the Board of Directors, as well as the fees to each of the Board members and alternate Board members.

**C. Repeal of the 2010 Annual General Meeting's resolution regarding the nomination committee, as well as dissolution of the nomination committee (item 9 above)**

Google proposes, taking into account the changed shareholder structure of the Company and that the Company is expected to be delisted from the Oslo stock exchange shortly, that the resolution concerning the nomination committee adopted at the 2010 Annual General Meeting of shareholders of GIPS be repealed and that the nomination committee appointed by the 2009 Annual General Meeting be dissolved.

**D. Approval of the Board of Director's application for delisting of the Company's shares from the Oslo stock exchange (item 10 above)**

Google proposes, taking into account the changed shareholder structure of the Company, that the Extraordinary General Meeting approve the application by the Company's Board of Directors for delisting of all shares issued by the Company from the Oslo stock exchange.

Stockholm in July 2010

**Global IP Solutions (GIPS) Holding AB (publ)**

**The Board of Directors**