

NOTICE FOR EXTRA GENERAL MEETING OF SHAREHOLDERS IN ADDTECH AB (publ)

The shareholders in Addtech AB (publ) are hereby called to an extra general meeting of shareholders to be held at 11:00 a.m., Monday, December 17, 2001 at World Trade Center, Klarabergsviadukten 70, Stockholm.

Notice, etc.

Shareholders who wish to participate in the proceedings of general meeting must (a) be entered in the share register maintained by VPC AB no later than by Friday December 7, 2001 and (b) give notice of their desire to participate no later than by 3:00 p.m., Thursday, December 13, 2001 under address Addtech AB, Box 508, SE-169 29 Solna, or by telephone +46 8 470 49 00 or telefax +46 8 470 49 01, or via e-mail info@addtechab.com. Such notice must include the name, national registration number (corporate registration number), address and telephone number, and the name of assisting counsel. Counsel and representatives of legal entities must submit certificate of authority prior to the general meeting.

Shareholders whose shares are registered in the name of a nominee must temporarily reregister their shares in their own name well in advance of December 7, 2001 through the nominee in order to have the right to participate in the proceedings of the general meeting.

Proposed agenda

- 1 Opening of the meeting.
- 2 Election of Chairman to preside over the meeting.
- 3 Compilation and approval of electoral register.
- 4 Approval of the agenda.
- 5 Election of one or two persons to approve the minutes taken at the meeting.
- 6 Determination of whether or not the meeting has been duly called.
- 7 Presentation of (i) transcript of the annual accounts and audit report for 2000/2001 with notation of decision on allocation of earnings, (ii) the Board of Directors' report of events of significant importance for the Company's financial position after the date of the annual accounts, and (iii) the opinion of the Auditors thereon.
- 8 The proposal of the Board of Directors for authorization to the Board of Directors to repurchase shares in the Company.
- 9 The proposal of the Board of Directors for authorization to the Board of Directors to repurchase shares in the Company in connection with acquisition of companies or businesses.
- 10 The proposal of the Board of Directors for resolution allowing the Company to transfer up to 700,000 class B shares in the Company in connection with any redemption of personnel options the Board of Directors intends to award members of senior management in the Group.
- 11 Adjournment of the meeting.

Proposed resolution of the Board of Directors under item 8:

The main features of the proposal of the Board of Directors for repurchase of own shares are that the Board of Directors shall be authorized to repurchase class B shares in the Company for the period ending at the opening of the next following regularly scheduled annual general meeting. Shares shall be purchased over the Stockholm Stock Exchange and purchases shall be limited so that shares held in treasury by the Company shall at no time exceed ten percent of all shares outstanding. The purpose of repurchasing own shares is to give the Board of Directors greater freedom of action in its work with the Company's capital structure and to secure the Company's undertaking in connection with the option program proposed by the Board of Directors.

Proposed resolution of the Board of Directors under item 9:

The main features of the proposal of the Board of Directors are that the Board of Directors shall be authorized to dispose of the Company's own class B shares in other ways than over the Stockholm Stock Exchange in connection with acquisition of companies or businesses for the period ending at the opening of the next following regularly scheduled annual general meeting. The authorization may be utilized on one or more occasions and covers all shares held in treasury at the time of the decision of the Board of Directors. The authorization includes the right to decide on a departure from the preferential right of shareholders and that payment may be effected in forms other than money. Compensation for shares sold shall be equivalent to estimated fair market value.

Proposed resolution of the Board of Directors under item 10:

The main features of the proposal of the Board of Directors are that the Company shall convey up to 700,000 class B shares in the Company in connection with any redemption of personnel options that the Board of Directors intends to award to about 55 members of senior management in the Group. The selling price shall be equivalent to the redemption price mentioned below. The number of shares and the selling price for those shares which are covered by the resolution about conveyance according to this item may be restated from time to time due, inter alia, to stock dividend, split or reverse split of shares, equity offering or reduction of the share capital or similar measures.

One hundred thousand options will be awarded to the President and between 5,000 and 70,000 options per person will be awarded to other members of senior management and key persons. The options will be awarded free of charge and shall not be construed to be securities.

The options can be utilized for purchase of shares during the period July 19, 2004 and February 18, 2005 at a price of 110 percent of the average of the highest and lowest market price for Addtech shares on the Stockholm Stock Exchange during the period December 3 – December 7, 2001. The right to exercise options is subject to the holder's continued employment in the Addtech Group (with certain exceptions for retirement, etc).

The option program involves no dilution of the ownership of current shareholders since the shares that may be sold under the option program will have been purchased by the Company.

The Board of Director's motive for the proposal is as follows: There is a need to attract and retain competent key personnel by offering them an opportunity of becoming a shareholder in the Company. The purpose of the option program is to provide motivation for further efforts, thereby allowing the Company to achieve better earnings and profitability. The Board of Directors thus feels that the options should have a positive impact on future earnings and hence be in the interest of the shareholders.

The resolution of the general meeting of shareholders under items 8 and 9 will be valid only if seconded by not less than two thirds of the votes cast, as well as of shares represented at the general meeting of shareholders and resolution under item 10 will be valid only if seconded by not less than nine tenths of the votes cast, as well as of shares represented at the general meeting of shareholders.

The complete proposal of the Board of Directors for resolution under items 8–9 above and other documents according to Chapter 7, § 13 and Chapter 4, § 4 of the Swedish Companies Act will be held available at the Company's offices at Parkvägen 2A, Solna from December 3, 2001. The complete proposal of the Board of Directors for resolution under item 10 above will be held available from December 10, 2001 at the aforementioned address. The documents will be sent to shareholders upon request.

Stockholm, November 2001

Addtech AB (publ)
Board of Directors

For further information please contact:
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