

Pressrelease
2000

February 22,

Notice to convene annual general meeting of shareholders of Mandator AB (publ)



MANDATOR AB (PUBL)
KUNGSGATAN 60, 1 TR
BOX 305

101 26 STOCKHOLM

TEL 08-402 31 00

FAX 08-402 31 31

EMAIL mandator@mandator.se

ORG NR 556216-0357

SÄTE STOCKHOLM

The shareholders of Mandator AB (publ) are hereby convened to the annual general meeting of shareholders on Thursday 23 March 2000 at 15.00, Uppropssalen, Stockholm Stock Exchange, Källargränd 2, Stockholm.

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. Approval of the meeting having been properly convened.
6. Presentation of the annual report and the auditor's report and the consolidated accounts and consolidated auditor's report.
7. Resolution on the adoption of the profit and loss statement and the balance sheet and of the consolidated profit and loss statement and consolidated balance sheet.
8. Resolution on the disposition of the company's profit or loss according to the adopted balance sheet.
9. Adoption of a record date (proposal: Tuesday 28 March 2000).
10. Resolution on discharge from liability for the board of directors and the managing director.
11. Resolution on the number of directors and deputy directors.
12. Resolution on the fee for the board of directors.
13. Election of the board of directors.



MANDATOR AB (PUBL)
KUNGSGATAN 60, 1 TR
BOX 305
101 26 STOCKHOLM
TEL 08-402 31 00
FAX 08-402 31 31
EMAIL mandator@mandator.se
ORG NR 556216-0357
SÄTE STOCKHOLM

14. The board's proposal to issue new shares for an increase of the share capital by an amount equal to $(3\,610\,412/a) \times 2$, where "a" is the average of closing prices for Mandator-shares at the Stockholm stock exchange during 20 trading days preceding the day of the shareholders meeting. All of the new shares may with deviation from the preferential rights of the shareholders be subscribed to by those who have sold to Mandator AB shares in Softsys Datakonsult AB, now a wholly owned subsidiary of Mandator AB. Those who subscribe to shares in the issue shall have the right and obligation to pay for the newly subscribed shares by set-off against claims for supplementary purchase price of a total of SEK 3 610 412, allocated to each seller in proportion to the number of shares sold (new issue by set-off). Resolution in accordance with the above requires a 9/10 majority of all votes as well as of all shares represented at the shareholders meeting.
The board's complete proposal is available at the company from and including 16 March 2000 and will be sent on request.
15. The board's proposal that the shareholders meeting authorises the board of directors for the time until the next annual general meeting of shareholders, on one or several occasions resolve to issue new shares without preferential rights for the shareholders, with or without contribution of non-cash property and with or without set-off of claims against the company up to a maximum total par value of 7,500,000 SEK. Non-cash property may be shares in acquired enterprises. The reason for the deviation from the preferential rights of the shareholders is to enable acquisitions of enterprises all or in part by issuing new shares to the sellers of the enterprises. When deviating from the preferential rights the issue price shall be in accordance with good market practice. The board's complete proposal is available at the company from and including 16 March 2000 and will be sent on request.
16. The board's proposal that the shareholders meeting authorises the board of directors for the time until 30 September 2000, on one or several occasions, to resolve to increase the share capital by a maximum total amount of SEK 80,000,000 in non-cash issue to the owners of shares and options to subscribe to new shares in Cell Network AB. The reason for the deviation from the preferential rights of the shareholders is to complete the merger between Mandator AB and Cell Network AB. The board's complete proposal is available of the company from and including 16 March 2000.
17. Closing of the meeting.

Dividend

The board proposes a dividend of 0:40 SEK per share. Tuesday 28 March 2000 is proposed as record date. If the shareholders meeting resolves in accordance with the proposal, the dividend is expected to be paid from VPC on Tuesday 4 April 2000.

Election of board of directors

The company is aware of that Lars O Pettersson, through companies the owner of shares corresponding to 23.8 % of equity and votes, proposes re-election of all board members (Niklas Flyborg, Per Hjorth, Lennart Koskinen, Maria Lilja, Björn Norrbom and Lars O Pettersson).

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 Monday 13 March 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 Monday 13 March 2000. Shareholders wishing to attend the shareholders meeting shall further notify the company not later than Monday 20 March 2000 at 12.00 under the address Mandator AB, Box 305, 101 26 Stockholm or by telephone 08-402 31 00. Notice may also be given on the Internet: www.mandator.se. A shareholder may be accompanied by up to two advisors at the shareholders meeting providing that Mandator AB has been notified of the number of advisors in accordance with what is set out above on notice to attend.

Stockholm in February 2000

The board of directors of Mandator AB

This notice does not constitute an offer to sell shares in the USA. Shares may pursuant to the U.S. Securities Act of 1933 as amended not be sold in the USA without registration or an exemption from registration. There is no intention to register any part of any offer in the USA or to make a public offering of shares in the USA.



MANDATOR AB (PUBL)
KUNGSGATAN 60, 1 TR
BOX 305
101 26 STOCKHOLM
TEL 08-402 31 00
FAX 08-402 31 31
EMAIL mandator@mandator.se
ORG NR 556216-0357
SÄTE STOCKHOLM