



## NOTICE

### **of the Annual General Meeting of the Shareholders in Boss Media AB (publ) on 24 April 2008 in Stockholm**

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The Shareholders of Boss Media AB (publ) (the “**Company**”), 556400-0353, are hereby invited to the Annual General Meeting of the Shareholders to be held on Thursday 24 April 2008 at 4:00 p.m. at Gernandt & Danielsson Advokatbyrå KB, Hamngatan 2, in Stockholm.

#### **THE RIGHT TO PARTICIPATE IN THE MEETING**

Shareholder wishing to participate in the Annual General Meeting must

- be registered in the share register maintained by VPC AB (the Nordic Central Securities Depository) on Friday 18 April 2008 (see under heading Nominee Registered Shares below), and
- notify its intention to participate in the Annual General Meeting to the Company no later than 4:00 p.m. on Friday 18 April 2008. The notification shall be made on the Company’s website, [www.bossmedia.com](http://www.bossmedia.com), by telephone +46 470 70 30 00, by facsimile +46 470 70 30 50, by e-mail to [arsstamma@bossmedia.se](mailto:arsstamma@bossmedia.se), or in writing to:

Boss Media AB (publ)  
P.O. Box 3243  
SE-350 53 Växjö

When giving notice of participation, the Shareholder must state name, personal identification number (or company registration number), address, telephone number, share holding and any advisory attending.

#### **NOMINEE-REGISTERED SHARES**

Shareholder, whose shares are registered in the name of a nominee, must, in order to have the right to participate in the Shareholders’ meeting, in addition temporarily re-register the shares in its own name in the share register held by VPC AB for the Company. Shareholder wishing such a re-registration must notify the nominee as to this in due time prior to 18 April 2008, at which time such registration must be effected in order to be included in the share register for the Shareholders’ meeting which VPC AB generates as per the named day.

## **PROXIES**

Shareholders' rights at the Annual General Meeting may be exercised by proxy. The power of attorney granting the proxy is to be in writing and must not be more than twelve months old. It is to be dated and signed. The Company will provide a proxy form for this purpose, which may be obtained from the Company on the Company's website, [www.bossmedia.com](http://www.bossmedia.com). The power of attorney is to be submitted in its original in ample time prior to the Shareholders' Meeting to the Company at the above address. Further, the representative of a legal entity shall also provide a verified copy of the certificate of registration or comparable documents of authorization.

A separate notification concerning a Shareholder's participation in the Annual General Meeting must be given also where a Shareholder is to be represented by a proxy. Submission of a proxy is not deemed as a valid notification of participation in the Annual General Meeting.

Shareholders or proxies for Shareholders may take at the most two assistants to the Annual General Meeting. An assistant to a Shareholder may only be taken to the Annual General Meeting if the Shareholder has notified the Company of the number of assistants in the manner stated above for the registration as to the Shareholder's attendance.

## **INFORMATION ON SHARES AND VOTES**

As of the date of this notice the total number of shares and votes in the Company are 57,065,000.

## **PROPOSED AGENDA**

1. Opening of the meeting
2. Election of a Chairman for the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda proposed by the Board of Directors
5. Election of one or two attestors
6. Determination whether the meeting has been duly convened
7. Presentation of annual accounts and the auditors' report as well as of the consolidated accounts and the auditors' report of the consolidated accounts
8. a) Resolution as to the approval of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet;

- b) Resolution as to the dispositions with respect to the Company's profits in accordance with the adopted balance sheet; and
  - c) Resolution as to the release from liability of the Board of Directors and the Managing Director
9. Proposal for resolution to adopt new Articles of Association
  10. Resolution as to the number of Board Members and Deputy Board Members
  11. Determination as to the fees for the Board of Directors and the auditors
  12. Election of the Board of Directors, the Deputy Board Members and the Chairman of the Board of Directors
  13. Closing of the General Meeting

## **PROPOSALS FOR RESOLUTIONS**

### *Paragraph 8 b); Dividends*

The Board of Directors has proposed that a dividend be issued with respect to the financial year 2007 of SEK 0.50 per share. It is proposed that 29 April 2008 be the record day for the dividend. In the event the Shareholders resolve in accordance with this proposal, the dividend will be distributed by VPC AB on approximately 5 May 2008.

The Board has been informed that the Company's new controlling Shareholder GEMed AB ("GEMed") will not vote for the resolution regarding the disposition of the Company's earnings.

### *Paragraph 9; New Articles of Association*

The Shareholder GEMed has proposed an amendment of Section 6 in the Company's Articles of Association, after which the Board, in accordance with the Articles of Association, shall consist of four (4) to seven (7) Board Members with one (1) to three (3) Deputy Board Members.

### *Paragraph 10); Resolution as to the number of Board Members and Deputy Board Members*

The Shareholder GEMed has proposed that the number of Board Members shall be four (4) and the number of Deputy Board Members shall be two (2).

### *Paragraph 11); Resolution as to the fees for the Board of Directors and auditors*

The Shareholder GEMed has proposed that no remuneration shall be paid to the Board Members and the Deputy Board Members, and that no specific remuneration shall be paid for committee work.

The Board has proposed that the remuneration to the auditors should be as agreed when procuring the services.

*Paragraph 12); Election of the Board of Directors, Deputy Board Members and Chairman of the Board of Directors*

The Shareholder GEMed has proposed re-election of Jan Westholm as Board Member and election of Atul Bali, William Scott and Jan Stocklassa as Board Members, and Mats Lindström and Håkan Ramsin as Deputy Board Members. Further, GEMed proposes that Jan Stocklassa shall be the Chairman of the Board. All elections are for the period through the next Annual General Meeting.

Information regarding the proposed members' main occupation and other important board positions is available on the Company's website, [www.bossmedia.com](http://www.bossmedia.com), and will be presented at the Annual General Meeting.

## **PROPOSAL FROM THE NOMINATION COMMITTEE**

The Company's Nomination Committee has due to the shift of control which has taken place through GEMed's public take-over bid, as well as due to the fact that the Company will be delisted on 18 April 2008, decided not to present any proposals to the Annual General Meeting.

## **DOCUMENTS**

The accounts and auditor reports will, in accordance with Chapter 7 Section 25 of the Swedish Companies Act, including documents in accordance with Chapter 18 Section 7 of the Swedish Companies Act, as well as a complete proposal regarding item 9, proposal regarding resolution to adopt new Articles of Association, be available at the Company's office at Honnörsgatan 2 in Växjö as from 10 April 2008 at the latest. Copies of the above documents will be sent to the Shareholders so requesting and who have stated their postal address. All of the above mentioned documents will be available at the Company's website, [www.bossmedia.com](http://www.bossmedia.com), and will be submitted at the Annual General Meeting.

Växjö in March 2008

**Boss Media AB (publ)**  
**Board of Directors**