

Extra general meeting of stockholders of Aspiro AB (publ)

The Board of Aspiro AB (publ), 556519-9998, hereby convene an extra general meeting of stockholders on

Date December 13, 2000

Time 13.00

Venue Salén konferens & matsalar, Norrlandsgatan 15, Stockholm

A. RIGHT TO PARTICIPATE IN THE EXTRA GENERAL MEETING

All stockholders wishing to participate in the extra general meeting must be listed as stockholders in the VPC AB ("VPC") kept share register on December 1, 2000. Stockholders must also give notice of their intention to attend by informing the company in writing at: Aspiro AB, "Bolagsstämma", Gråbrödersgatan 2, 201 21 Malmö, Sweden or via telefax: +46 (0)40-57 97 71, or e-mail: stockholdersmeeting@aspiro.com, no later than 16.00, December 7, 2000. When registering, stockholders should state their name, personal identity number (where applicable), current address and telephone number. Proxies and representatives for legal persons shall submit their documents of authority prior to the meeting.

Stockholders who have allowed their shares to be registered with a trustee must, prior to December 1 2000, through the trustee, arrange for temporary registration of the shares in their own name in order to be able to participate in the meeting. Such stockholders must advise the trustee to this effect in good time prior to the meeting.

B. AGENDA OF THE EXTRA GENERAL MEETING

Proposed Agenda

- 1. Opening of the extra general meeting.
- 2. Election of chairman of the meeting.
- 3 Preparation and approval of voting list.
- 4. Approval of the agenda.
- 5. Election of one or two persons to approve the minutes.
- 6. Examination of whether the meeting has been properly convened.
- 7. Submission by the Board of its report of events that have importance to the company's position, and which occurred after the publication of the latest annual report, and the auditor's report.
- 8. Authorization for the Board to adopt a resolution regarding a new share issue.
- 9. Issuance of instruments of debt associated with option rights for the subscription of new shares
- 10. Approval of the resolution regarding the issue of instruments of debt associated with option rights for the subscription of new shares in a wholly owned subsidiary.
- 11. Closing of the extra general meeting.

Resolutions to addressed at the extra general meeting

Authorization for the Board to decide on a new share issue (item 8)

The proposal involves the extra general meeting of stockholders authorizing the Board to adopt one or more resolutions during the period of time up to the next ordinary general meeting of stockholders, to increase the company's share capital by a maximum of SEK 90,000 through the new issue of a maximum of 4,500,000 shares each with a nominal value of SEK 0.02 per share. The issue shall be effected with payment by means of setoff or payment in kind and with departure from the stockholders' preemption rights. The issue price shall be calculated based on a competitive market rate.

The aim of the authorization is to afford the company financial preparedness upon, or prior to, future investments and acquisitions.

The dilution effect upon full exploitation corresponds to 9.21 % of current share capital and number of votes.

Resolution calling for a decision regarding the issue of instrument of debts associated with warrants for the subscription of new shares (item 9)

The proposal involves the extra general meeting of stockholders, with departure from the stockholders' preemption rights, passing a resolution calling for a decision regarding the issue of two instruments of debt associated with warrants for the subscription of new shares in Aspiro AB.

The instruments of debt shall have a nominal amount of one (1) krona each and the number of warrants, each of which gives the holder the right to subscribe for one share with a nominal value of SEK 0.02, shall not exceed a maximum of 1,800,000 (Series 2003) or a maximum of 200,000 (Series 2011).

The right to subscribe to the instruments of debt with detachable warrants in the Series 2003, with departure from the stockholders' preemption rights, shall only be offered to Aspiro's whollyowned subsidiary Wherever Finans AB, in the process of changing its name to Aspiro Development AB ("Aspiro Development"), which has the right and obligation to forward the said warrants on to employees and other key personnel in the Aspiro group in accordance with the resolution.

Subscription for shares in the company supported by warrants in the Series 2003 may take place during the period January 1, 2003 - December 31, 2003. The price for the subscription of each new share shall correspond to the latest official recorded average price paid for shares in the company on OM Stockholm stock exchange's Nya Marknaden (or another bourse where the company's shares are listed at the time in question) official listing over the ten business days immediately following the day this extra general meeting was convened with an addition of 60 percent.

The warrants subscribed to by Aspiro Development shall, in accordance with the Board's instructions, be forwarded on to employees, leading decision-makers and other key personnel in the Aspiro group and thereby constitute a part of the company's incentive program. The transfer of warrants shall be carried out at market-competitive rates, e.g. the price of the warrant shall be its theoretical value calculated in accordance with the Black & Scholes valuation model.

The right to subscribe to the instruments of debt with detachable warrants in the Series 2011 shall, with departure from the stockholders' preemption rights, only be offered to the Aspiro Stock Option Trust (US), which has the right and obligation to forward the shares that were

subscribed for with the said warrants on to the employees in Aspiro AB's wholly-owned subsidiary Aspiro, Inc. (US), in accordance with the resolution.

The subscription for shares in the company supported by warrants in the Series 2011 may take place from January 1, 2001 - December 31, 2011. The price for the subscription of each new share shall correspond to the share's nominal amount. Shares subscribed for by the Trust shall be forwarded on to employees, leading decision-makers and other key personnel in the Aspiro group in accordance with the call options issued by Aspiro, Inc. regarding shares in Aspiro AB. Call options may be issued free of payment to Aspiro, Inc who, as the holder of the option, has the right to, after a certain period of time, acquire shares in Aspiro AB at a price that corresponds to the share's market value on the day the call option was issued.

The dilution effect upon full exploitation of the warrants corresponds to 4.09 % of current share capital and number of votes.

Resolution calling for a decision regarding the issue of instruments of debt associated with option rights for the subscription of new shares in wholly-owned subsidiary (item 10)

The resolution calls for the extra general meeting of stockholders to approve a decision regarding the issue of an instrument of debt associated with option rights for the subscription of new shares in Aspiro AB's wholly-owned subsidiary Stiftaren 6904 AB, which is in the process on changing its name to Aspinova Innovation AB ("Aspinova").

In accordance with the resolution, the instrument of debt shall have a nominal value of one (1) krona and the number of warrants, each of which gives the holder the right to subscribe for one share with a nominal value of SEK 1.00, shall be 42,857.

The right to subscribe to the instrument of debt with detachable warrants, with departure from the stockholders' preemption rights, shall only be offered to Aspiro's wholly-owned subsidiary Aspiro Development, which has the right and obligation to forward the said warrants on to employees, leading decision-makers and other key personnel in the wholly-owned subsidiary Aspinova in accordance with the resolution.

Subscription for shares in Aspinova supported by warrants may take place during the period January 1, 2003 - December 31, 2003. The subscription price shall be set at SEK 20.

The warrants subscribed to by Aspiro Development shall, in accordance with the instructions issued by Board of Aspinova, be forwarded on to employees, leading decision-makers and other key personnel in the Aspinova and thereby constitute a part of Aspinova's incentive program. The transfer of warrants shall be carried out at competitive market rates, e.g. the price of the warrant shall be its theoretical value calculated in accordance with the Black & Scholes valuation model.

The dilution effect upon full exploitation of the warrants corresponds to 42.86 % of current share capital and number of votes.

The creation of Aspinova is a part of Aspiro AB¹s proposed conversion into an independent subsidiary company of its venture investment activities aimed at, among other things, broadening the ownership structure of the said company. The proposed options program in Aspinova is a part of the incentive program for employees and other key personnel active in the venture investment activities that shall continue to be carried out by Aspinova.

C. AVAILABLE DOCUMENTS

The Board's complete proposal calling for a decision regarding the new share issue; the Board's proposal calling for a decision regarding the issue of instruments of debt associated with option rights; the Board's proposal calling for approval regarding a decision for the issue of instruments of debt with option rights in Aspinova the latest annual report; the auditor's report; and the Board's report of events that have importance to the company's standing, and that which occurred after the publication of the latest annual report, as well as the auditor's report, shall be made available from and including December 6 2000, at Aspiro AB, to those stockholders who wish to have these, and shall also be sent to stockholders who so request.

Malmö November 2000 Board of Directors

About Aspiro

Aspiro provides mobile Internet services, promoting life in motion, using cutting-edge knowledge and technologies. Aspiro offers operators, content providers and mobile organizations a wide range of solutions, from pre-packaged portal services to industry-specific solutions.

Founded in 1998, Aspiro is today an important player in the global mobile Internet market. 125 people currently work for the company, which has offices in Sweden, Luxembourg and USA. Aspiro's business concept, organization and operations are based on many years of experience gained in the mobile telecommunications and IT industries.

For further information about Aspiro, please visit www.aspiro.com