

# Annual General Meeting



23 March 2010

## Notice of the annual general meeting in Cybercom Group Europe AB (publ)

With this notice, shareholders of Cybercom Group Europe AB (publ) are hereby called to the ordinary shareholders' annual general meeting (AGM) on Wednesday, 21 April 2010 at 3 PM in Cybercom's headquarters at Lindhagensgatan 126, Stockholm, Sweden.

### **Notification of AGM attendance.**

Shareholders who wish to attend the AGM must:

- Be registered in the Euroclear Sweden AB's share register by Thursday 15 April 2010, and
- Send notification to the company to be received before 4 PM on Friday 16 April 2010 at Cybercom Group Europe AB (publ), Box 7574, SE-103 93 Stockholm, Sweden, or
- Register on the company's website: [www.cybercom.com](http://www.cybercom.com), or
- Phone the company by 4 PM, at the latest, on 16 April 2010: +46 8-578 646 00.

The notification of attendance must: specify full names, all civil identification numbers or corporate ids, addresses, phone numbers, shareholdings, and, where appropriate, information about no more than two shareholder assistants.

If you have appointed a proxy: Send a written, dated representatives' or proxies' authorisation or power of attorney with the notification. Proxy forms for shareholders who wish to participate by proxy are available on the company's website at [www.cybercom.com](http://www.cybercom.com) and will be provided without charge to shareholders that request it by phone at +46 8-578 646 00. The power of attorney must not be issued more than one year prior to the AGM. If you represent legal entities: Present proof of registration (or comparable authorisation evidence), which indicates the name of the person who is authorised to sign for the company or organisation.

Personal data from the Euroclear Sweden AB share database will be used for registration and preparation of the AGM voting list.

Shareholders that have shares registered in names of nominees and that wish to participate at the AGM must request a temporary voting rights registration of the shares by Thursday 15 April 2010, at the latest; nominees should be informed well before this date.

### **Proposed agenda**

1. Opening of the AGM.
2. Election of chairman for the meeting.
3. Establishment and approval of the voting list.
4. Approval of the agenda.
5. Election of two persons to verify the minutes.
6. Consideration of whether the AGM was duly convened.
7. Presentation of the annual report and the auditors' report, and of the consolidated accounts and Group auditors' report.
8. Chief Executive Officer's statement.

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9. Adoption of the income statement, balance sheet, consolidated income statement, and consolidated balance sheet.
10. Resolution concerning adoption of profit/loss per the adopted balance sheet.
11. Resolution to discharge the board and CEO from liability.
12. Determination of the number of board members and deputy board members.
13. Determination of board remuneration and auditor fees.
14. Election of board chairman, other board members, and deputy board members, if applicable.
15. Resolution concerning the nomination committee.
16. Resolution concerning remuneration guidelines for senior executives
17. Changes to the articles of association.
18. Closing of the AGM.

## PROPOSALS FOR RESOLUTION

### Item 2. Election of chairman for the meeting

The nomination committee, consisting of Hampus Ericsson (chairman), Erik Sjöström, and John Örtengren, proposes that board chairman Wigon Thuresson be appointed AGM chairman.

### Item 10. Appropriation of profit

The board and CEO propose that:

- No dividends be distributed for the 2009 financial year.
- The profits of SEK 670,025,114 be carried over to new accounts.

### Item 12. Determination of the number of board members and deputy board members

The nomination committee proposes that the board be comprised of six regular board members and no deputy members for the period until the end of the next AGM.

### Item 13. Determination of board remuneration and auditor fees

The nomination committee proposes that board remuneration (excluding fees for committee work) be fixed at SEK 1,400,000 in total, whereof:

- Remuneration to the board chairman be fixed at SEK 400,000, unchanged from 2009.
- Remuneration to each of the other board members be fixed at SEK 200,000, unchanged from 2009.
- Remuneration to KPMG AB, the company's auditor, be paid as per approved invoices.
- Remuneration of SEK 75,000 to the chairman and SEK 50,000 to the other members of the audit committee, if one is appointed.

### Item 14. Election of the board chairman and other board members

The company's nomination committee proposes reelection of Wigon Thuresson, Thomas Landberg, Ulf Körner and Hampus Ericsson and to newly elect Roger Bergqvist and Margareta Alestig Johnson. Lars Persson has declined re-election. The committee further proposes the election of Wigon Thuresson as board chairman. Shareholders representing 51 percent of all possible votes have stated that they intend to vote for the nomination committee's proposal.

Roger Bergqvist, born in 1948, is educated in marketing economics and management. Bergqvist worked previously at ABB and was CEO of Telecom Instrument AB from 1983–1996. He has been active during most of his career in the Berman & Beving Group, where he has held various management positions, and was president and CEO of Addtech AB from its IPO until 2008. He is

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now a senior advisor for Addtech AB. Bergquist is a board member of the BE Group AB, Proact IT Group AB, Tricorona AB, and Stillfront AB.

Margareta Alestig Johnson was born in 1961 and holds a Master of Business Administration. Throughout her career, Johnson has worked in various financial and administrative management positions including as CFO and head of administration at Swisslog AB and Brostrom AB. Since 2009 she is the CFO of the JCE Group. Margareta is a board member of several companies in the JCE Group.

All appointees are presented on Cybercom's web site.

## **Item 15. Resolution regarding the nomination committee**

The nomination committee proposes that the AGM resolves:

To re-appoint all current nomination committee members: Hampus Ericsson and Erik Sjöström as representatives of the company's two largest shareholders (JCE Group AB and Skandia Liv, respectively), John Örtengren, representative for minority shareholders via the Swedish Shareholders' Association, and Wigon Thuresson, board chairperson, as convener and committee member. Thuresson does not have voting rights. Unless members agree otherwise, the nomination committee chairperson must be the committee member who represents the shareholder with the most votes.

That if, during the nomination committee's term of office, a shareholder who is represented in the nomination committee is no longer one of the two largest shareholders (block of votes), then the member who represents such a shareholder must relinquish his or her position, and the shareholder who enters the rank of the two largest shareholders appoints a new member. Shareholders that appoint nomination committee members have the right to discharge members and appoint new members. Changes in the nomination committee's composition shall be made public as soon as they occur.

That the nomination committee shall develop and submit proposals to the 2011 AGM for:

- AGM chairman
- Board members
- Board chairman
- Board remuneration, i.e., for chairman and for other members plus remuneration for possible committee work
- Auditors' fees
- Nomination committee rules for the 2011 AGM

That in conjunction with its assignments, the nomination committee shall comply with the Corporate Governance Code concerning nomination committee responsibilities such as submitting certain information to the company so that the company can fulfil its communications obligations per the code.

That the nomination committee sits until a new nomination committee is appointed (or the AGM decides otherwise).

## **Item 16. Resolution concerning remuneration guidelines for senior executives**

The board proposes that the AGM pass a resolution on remuneration guidelines for executives. The resolution follows the guidelines determined by the 2009 AGM, and is based on existing contracts

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between Cybercom and the executives (here, executive means the CEO and other persons in Group management). Cybercom's website clearly presents this group.

Cybercom shall offer market rates that enable recruitment and retention of executives. Remuneration to senior executives consists of a fixed salary, variable pay, pension provisions, and other benefits such as leasing cars. The variable part is based on achieving operational goals, of which the absolute majority is based on financial goals. The CEO's variable pay shall not exceed 30% of the fixed salary. For other executives, variable pay may not exceed two monthly salaries.

Retirement age for executives is 65. The company shall annually set aside an amount equivalent to 30% of the CEO's annual salary for pension and insurance solutions. Other executives' pension benefits are determined by a Group-wide scale based on age and salary. Local rules apply to persons outside Sweden.

All executives, including the CEO, are obligated to give six-month notice when terminating their employment. The company is obligated to give 6-month notice when terminating the CEO's employment, and between six and 18-month notice for other executives. The CEO and certain other executives are entitled to 6-month severance pay in addition to salary during the notice period.

Total value of these benefits, in relation to the total remuneration, must be limited and equivalent to normal market terms and conditions. The board may make exceptions to these guidelines if, in an individual case, there is reason to do so.

## **Item 17. Changes to the articles of association**

The board proposes changing the company name in the articles of association, section 1 from "Cybercom Group Europe AB" to "Cybercom Group AB (publ)".

### **Majority requirements**

A valid decision – as per the board's proposal in items 17 – requires that the decision is supported by at least two-thirds of the votes cast as well as represented shares at the AGM.

### **Number of shares and votes in the company**

The total number of shares and votes in the company on the date this notification was issued is 36,087,899.

### **Documents**

The annual report for 2009, the auditors' reports, the auditor statement as per the Swedish Companies Act, and all complete board proposals for resolution will be available at Cybercom at the above address on Wednesday, 7 April 2010, and will be sent to shareholders who request them and state their postal address. The board's complete proposals for resolution will also be displayed on Cybercom's website: [www.cybercom.com](http://www.cybercom.com).

Stockholm, Sweden, March 2010

Cybercom Group Europe AB (publ)

Board of directors