

Annual General Meeting



30 March 2012

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

With this notice, shareholders of Cybercom Group AB (publ), 556544-6522, are invited to the annual general meeting (AGM) on Wednesday, 2 May 2012 at 4.00 pm at Cybercom headquarters at Lindhagensgatan 126, Stockholm, Sweden.

Notification of AGM attendance

Shareholders who wish to attend the AGM must both be registered in Euroclear Sweden AB's share register by Wednesday, 25 April 2012, and notify the company of their intention to participate in the AGM not later than Wednesday, 25 April 2012 at 4.00 pm.

Register on the company's website at www.cybercom.com, by phone on +46 8 578 646 00 or by writing to Cybercom Group AB, Legal, Box 7574, 103 93 Stockholm, Sweden.

The notification of attendance must include name, civil/corporate identification number, address, a daytime phone number, shareholdings and, where appropriate, information on shareholder assistants (maximum two).

Shareholders who intend to be represented by proxy should in advance of the meeting send a written and dated power of attorney (original) and, for legal entities, a certificate of registration (or corresponding proof of authorised signatory) to Cybercom Group AB, Legal, Box 7574, 103 93 Stockholm, Sweden. Proxy forms are available on the company website at www.cybercom.com or can be ordered by phone on +46 8 578 646 00.

Shareholders with nominee-registered shares must temporarily register the shares in their own names to be entitled to attend the meeting. Such registration must be completed by Wednesday, 25 April 2012. Contact your nominee well before that 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 one or 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. CEO's statement
9. Report on the work of the board
10. Adoption of the income statement, balance sheet, consolidated income statement and consolidated balance sheet
11. Resolution concerning appropriations of profit/loss per the adopted balance sheet
12. Resolution to discharge the board and CEOs from liability
13. Determination of the number of board members and deputy board members, if applicable
14. Determination of board remuneration and auditor fees
15. Election of board chairman, other board members and deputy board members, if applicable
16. Election of auditor
17. Resolution concerning the nomination committee

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18. Resolution concerning remuneration guidelines for executive management
19. Resolution on changes to the articles of association
20. Closing of the AGM

PROPOSALS FOR RESOLUTION

Item 2. Election of chairman for the meeting

The nomination committee, consisting of Hampus Ericsson (chairman), appointed by JCE Group, Mark H. Shay, appointed by Accendo Capital, John Örtengren, representative for minority shareholders, and Jon Risfelt, board chairman, proposes that board chairman Jon Risfelt be elected chairman for the meeting.

Item 11. Resolution concerning appropriations of profit/loss

The board and CEO propose that no profit be distributed for financial year 2011 and that the profit available to the AGM for allocation of SEK 417,532,113 be carried over to new accounts.

Item 13. Determination of the number of board members

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

Item 14. Determination of board remuneration and auditor fees

The nomination committee proposes that board remuneration (excluding fees for committee work) be fixed at SEK 1,650,000 wherein remuneration to the chairman of the board of SEK 550,000 and remuneration to each of the other board members of SEK 200,000 plus SEK 100,000 in reserve to be used by the board for committee work or similar work (this means that fees are unchanged from 2011, with the addition of a reserve). Remuneration to the company's auditor is proposed to be paid as per approved invoices. In addition, remuneration to the audit committee of SEK 75,000 to the chairman and SEK 50,000 to other members is proposed. Board members shall be entitled, within the framework of current tax legislation, to invoice their fees with additions made for social security expenses and VAT.

Item 15. Election of board chairman and board members

The nomination committee proposes re-election of Margareta Alestig Johnson, Hampus Ericsson, Thomas Landberg and Jon Risfelt as board members. The nomination committee proposes election of Jan-Erik Karlsson and Dag Sundman as board members. Current board members Roger Bergqvist and Ulf Körner have declined re-election. The nomination committee proposes that Jon Risfelt be appointed chairman of the board.

Jan-Erik Karlsson was born in 1949 and has a BA. Jan-Erik has held several operational management positions, including as CEO of Capgemini Sverige AB and other senior positions at Capgemini group. Today he is active on several boards including Addnode AB, IC Quality AB, IT-hjälp Kungsholmen AB, Sevenco AB and Sweden Carnica Group.

Dag Sundman was born in 1955 and has a Master of Engineering Physics from the Royal Institute of Technology. Dag has held several operational management positions, including as CEO of CATS AB, CEO of HiQ Cats and CEO of OM/VPS. He is currently CEO of Catsab Investment AS. His previous board positions include chairman of the board in Madeo Sourcing Group.

All proposed board members are presented in detail at www.cybercom.com

Item 16. Election of auditor

The nomination committee proposes that KPMG AB be elected auditor for the period until the end of the 2013 AGM. KPMG AB will appoint Åsa Wirén Linder as lead auditor.

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Item 17. Resolution concerning the nomination committee

The nomination committee proposes that the AGM resolves:

That Ulf Gillberg (JCE Group AB) be elected, Mark H. Shay (Accendo Capital Fund) be re-elected and Evert Carlsson (Swedbank Robur Fonder) be elected as representatives of the company's three largest shareholders, and John Örtengren, representative for minority shareholders, be re-elected and that the company's board chairman be convener and nomination committee member, but without voting rights. Unless members agree otherwise, the nomination committee chairman will be the board member who represents the shareholder with the most votes;

That if, during the nomination committee's term of office, a shareholder who is represented on the nomination committee is no longer one of the three largest shareholders (in terms of votes), then the board member who represents such a shareholder must relinquish his or her position, and the shareholder who enters the rank of the three largest shareholders shall be entitled to appoint a new member. If the shareholder concerned declines representation on the nomination committee, the next-largest shareholder shall be offered this seat. If this subsequent shareholder does not wish to be represented on the nomination committee, the committee shall be reduced by one member;

That if the member representing the company's minority shareholders leaves the committee no replacement shall be appointed;

That shareholders who have appointed a member of the nomination committee have the right to dismiss that member and appoint a new member;

That changes to the composition of the nomination committee shall without delay be announced by the company through a press release to be published on the company's website;

That the nomination committee shall develop and submit proposals for decision to the 2013 AGM for:

- AGM chairman;
- Board members;
- Board chairman;
- Auditor;
- Board remuneration for chairman and for other members plus remuneration for committee work;
- Auditors' fees; and
- Nomination committee rules for the 2013 AGM;

That in conjunction with its assignments, the nomination committee shall comply with the Swedish Corporate Governance Code (the "Code") concerning nomination committee responsibilities such as submitting certain information to the company so that the company can fulfil its communications obligations in accordance with the Code;

That the nomination committee sits until a new nomination committee is appointed or an extraordinary general meeting decides otherwise; and

That no remuneration is paid to the nomination committee except that the company pays for costs related to the committee's work.

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Item 18. Resolution concerning remuneration guidelines for executive management

The board proposes that the AGM pass a resolution on the following remuneration guidelines for executive management.

Fixed salary

The fixed salary shall be determined by the individual executive's responsibilities, experience and results achieved. The fixed salary is normally revised annually.

Variable pay

The variable pay is based on achieved operational objectives, the main part of which corresponds to financial goals. The variable remuneration is paid in the form of traditional variable pay to the CEO at an amount corresponding to a maximum of 50 per cent of fixed salary and to other executives at a maximum amount equal to 30 per cent of fixed salary.

The board also has the right to design variable pay systems so that the total variable remuneration to the CEO is an amount equal to 100 per cent of fixed salary, and to other executives an amount equal to 50 per cent of fixed salary, provided that such variable pay is linked to well defined commitments to purchase shares for a substantial part of the compensation.

The objective of variable pay is normally revised annually.

Long-term incentive programmes

Long-term incentive programmes such as options plans, equity savings plans with share matching or similar constructions may form part of the remuneration of executive management at Cybercom from time to time as decided by the AGM.

Pensions

Pension provision should be at market terms and using defined contributions. The company aims to offer competitive and market-adjusted overall remuneration to executives, of which the pension forms a part and where the balance between pension and basic salary is agreed upon in each case.

Other benefits

Other benefits are provided in accordance with local practice. Examples of such benefits are medical insurance and company cars. The total value of these benefits must be limited proportionate to the total compensation and correspond to normal market practice.

Termination

Cybercom shall act with restraint when the length of notice and severance agreements are adopted. The notice period shall not normally exceed 6 months. Severance pay shall be applied with restraint, not be paid as a lump sum but over a period, and also involve a non-competition agreement and with deductions for any compensation from other employment or assignments and shall not exceed 12 months' salary.

Other

There are a few deviations from these guidelines in existing contracts. These will not be adjusted.

The above guidelines may be waived by the board if necessary in individual cases where there are special circumstances.

Item 19. Resolution on changes to the articles of association

The board proposes that the purpose of the company in section 3 of the articles of association be changed to:

The purpose of the company is, directly or indirectly, to engage in consultancy services in technical and systems development, programming, analysis, business development, advisory services, training, operation and maintenance services in the field of information technology, development, license and transfer software and hardware, owning and managing real estate and chattels and to conduct other related activities.

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Qualified majority

A valid decision as per the board's proposal in item 19 requires that the resolution be supported by shareholders with at least two-thirds of both the votes cast and the shares represented 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.

Shareholder's right to request information

In accordance with chapter 7, section 32 of the Companies Act, shareholders are entitled to ask questions to the company about the items to be raised at the AGM and regarding the company's and group's financial situation. Shareholders who wish to send questions in advance to the company should use the address Cybercom Group AB, Legal, Box 7574, 103 93 Stockholm, Sweden.

Documents

The board's complete proposals for resolution as above together with copies of accounting documents, the auditors' reports and the auditor statement in accordance with the Swedish Companies Act, chapter 8, section 54 will be available from the company at the above address at the latest from Wednesday, 11 April 2012. Copies of these documents will be sent to those shareholders who request them and state their postal address. The board's complete proposals for resolution will also be available on the company's website at www.cybercom.com.

Stockholm, Sweden, March 2012

Cybercom Group AB (publ)

Board of Directors