



Report from the annual general meeting of Teleca AB (publ) held on 22 April 2008

Teleca's annual general meeting on 22 April 2008 adopted the parent company's and the group's accounts. It further discharged the board of directors and the CEO from liability. The CEO, René Svendsen-Tune, commented on the group's operations and the interim report, which was distributed earlier during the day.

Dividend

The annual general meeting resolved in accordance with the proposal of the board that no dividend would be paid for the financial year 2007.

Board of directors and board fee

Chet Kamat, Juha Christensen, Tomas Isaksson, Anders Torstensson, J.T. Treadwell and Johan Vunderink were re-elected to the board of directors. Chet Kamat was re-elected Chairman. The board fee was established at SEK 600,000, of which SEK 100,000 is to be allocated to each board member.

Authorizations for the board to resolve on new issues of shares

The board of directors was authorized to resolve on a new issue of shares of series B to a number corresponding to 6,000,000 divided by the issue price. The issue price shall correspond to the volume weighted average price of Teleca's B-share on OMX Nordic Exchange Stockholm during the ten trading days immediately preceding the day on which the board of directors resolves to issue the shares. Payment for the subscribed shares shall be made by set-off against the remuneration attributable to Symphony Technology Group LLC for the underwriting guarantee issued in connection with the ongoing new issue. Accordingly, the board of directors shall be entitled to resolve on deviation from the shareholders' preferential rights as well as on provisions in accordance with Chapter 13 Section 5 Paragraph 1 Item 6 of the Swedish Companies Act (set-off).

Furthermore, the board of directors was authorized to resolve on new issues of up to a total of 3,600,000 shares of series B with right to deviate from the shareholders' preemptive rights and with provisions set out in Chapter 13 Section 5 Paragraph 1 Item 6 of the Swedish Companies Act (in kind, offset or other terms). The issue price for the new shares shall be determined on the basis of the market price for the shares at the time of the issue. The purpose of the authorization is to facilitate the financing of acquisitions.

Principles for remuneration of executive management

The annual general meeting decided to approve the following guidelines for remuneration of executive management. Executive management consists of the CEO of Teleca AB and the executives in the corporate management team. The guidelines will apply to employment contracts signed after the board of director's proposal on guidelines for remuneration of executive management has been approved by the decision of the AGM. This also applies to such cases where changes are made to employment contracts after the decision of the AGM.

Teleca AB shall offer competitive remuneration and other employment terms in order to recruit and retain an executive management with high competence. The remuneration to executive management shall consist of fixed salary, possible variable salary, pension and other benefits.



The fixed salary, take into account the individuals areas of responsibility and experience. Reviews should be conducted every year.

The variable salary should be dependent on the individual's completion of quantitative and qualitative targets. The variable salary shall not exceed 45 per cent of the fixed salary.

Pensions shall be fee-based. The pensions shall correspond to what can be considered feasible on the market in which the relevant member of the executive management is active.

The CEO can cancel his employment contract with a six months term of notice. Upon cancellation of the CEOs employment contract by the Company, a 12 months term of notice applies. For other members of the executive management a three to six months mutual term of notice applies.

The executive management may be awarded other customary benefits, such as company car and company healthcare etc.

The board may derogate from the above guidelines where there in an individual case are special reasons for doing so.

Nomination Committee

The annual general meeting decided to assign to the Chairman of the Board to – based upon the shareholding at the end of September 2008 – convene a Nomination Committee comprising the Chairman of the Board and one representative of each of the four largest shareholders in the company at that time. The names of the members of the nomination committee shall be published in the interim report for the third quarter. The nomination committee shall propose both the new board of directors to be elected at the AGM in 2009 and the directors' fees.

The Nomination Committee shall remain until the next nomination committee has been elected. In case any member of the Nomination Committee should resign or cease to represent one of the largest shareholders in the Company, then the Nomination Committee shall be entitled to replace such member with another representative of the largest shareholders.

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Teleca is a world-leading supplier of software services to major players of the mobile device industry. The company offers tailored solutions, systems design and the integration of software and hardware for mobile phones. Teleca has about 2,000 employees in 11 countries in Asia, Europe and North America and is quoted on the Small Cap list of the OMX Nordic Exchange Stockholm.