

NOTICE

The Shareholders of Eniro AB (publ), 556588-0936, ("Eniro" or the "Company") are hereby convened to the Annual General Meeting of Shareholders of the Company on Wednesday May 7, 2008, at 3.00 p.m. (CET), at Näringslivets Hus, Industrisalen, Storgatan 19 in Stockholm. The doors will open at 2.00 p.m. (CET).

REGISTRATION

Shareholders who wish to participate in the Annual General Meeting must

- be listed in the share register maintained by VPC AB (the Swedish Central Securities Depository) on April 30, 2008, and
- give notice to the Company of their intention to participate in the Annual General Meeting no later than 4.00 p.m. (CET) on April 30, 2008, by mail to the address: Eniro AB (publ), Corporate Legal Affairs, SE-169 87 Stockholm or by telephone: +46 (0) 8 553 310 38 or by fax: +46 (0)8 585 097 25 or by e-mail to: bolagsstamma@eniro.com. The number of assistants who will be participating (maximum two) is also to be stated. Together with the notice, the name, address, civic registration number/company number and telephone number should be included.

SHARES REGISTERED IN THE NAME OF A NOMINEE

Shareholders whose shares are registered in the name of a nominee must, prior to April 30, 2008, arrange for those shares to temporarily be registered in their own names in order to be entitled to participate in the Meeting.

PROXY AND PROXY FORM

A Shareholder not present at the General Meeting may exercise his or her voting rights through an agent by a written, signed and dated proxy. A proxy may not be more than one year old. The Company is providing the Shareholders with a proxy form for this purpose. Such proxy form can be obtained from the Company at the Company Head office, on the Company website www.eniro.com or by phone according to above. A proxy should be submitted in the original in ample time prior to the General Meeting to the Company at the above address. Representatives of a legal entity shall also submit an attested copy of the certificate of registration or equivalent authorization documents.

Please observe that a separate notification concerning a Shareholder's participation in the General Meeting must be given even if such Shareholder wishes to be represented by a proxy. A submitted proxy is not valid as notification to participate in the General Meeting of Shareholders.

INFORMATION ON SHARES AND VOTES

The shares and votes in the Company as of April 30, 2008 amount to 162,271,368.

MATTERS AND PROPOSED AGENDA

1. Opening of the General Meeting.
2. Election of chairman of the General Meeting.
3. Preparation and approval of the list of Shareholders entitled to vote at the Meeting.
4. Approval of the Agenda.
5. Election of two persons to verify the Minutes.

6. Determination of whether the General Meeting has been duly convened.
7. Statement by the President and CEO.
8. Statement regarding the work of the Board and its Committees.
9. Presentation of the Annual Report, the Auditor's Report together with the Group Accounts and the Auditor's Report for the Group.
10. Resolutions on matters concerning:
 - a) approval of the Income Statement and the Balance Sheet together with the Group consolidated Income statement and the Group consolidated Balance sheet,
 - b) appropriations regarding the profits of the Company in accordance with the approved Balance Sheet and the approved Group Balance sheet and resolution of the record date for Dividend,
 - c) discharge of personal liability of the members of the Board of Directors and the President for the period covered by the financial accounts.
11. Determination of the number of members and deputy members of the Board of Directors to be elected by the General Meeting.
12. Determination of the fees to be paid to the Board of Directors.
13. Election of the Chairman of the Board, members of the Board of Directors and any deputy members of the Board of Directors.
14. Determination of the number of Auditors and deputy Auditors.
15. Determination of the fees to be paid to the Auditors.
16. Election of Auditors and deputy Auditors.
17. Resolution on principles regarding the remuneration of senior management.
18. Resolution on authorization for the Board of Directors to decide on the acquisition of shares in the Company.
19. Resolution on Nomination Committee.
20. Closing of the General Meeting.

PROPOSED RESOLUTIONS

Election of chairman of the General Meeting (item 2)

The Nomination Committee has informed the Board of Directors of its intention to, at the General Meeting, propose Mr. Dick Lundqvist, Attorney at Law, as chairman of the General Meeting.

Dividend and record date (item 10b)

The Board of Directors proposes that a dividend of SEK 5.20 per share shall be paid to the Shareholders. The proposed record date for such dividend is May 12, 2008. If the Meeting decides in accordance with the proposal for dividend, payment is expected to be made on May 15, 2008 by VPC AB.

Board of Directors, Chairman of the Board, fees to be paid to the Board of Directors, Auditors and fees to be paid to the Auditors (items 11 - 16)

The Nomination Committee makes the following proposal:

The Board of Directors will consist of seven members, and no deputy members, i.e. no change in the number of members of the Board of Directors is proposed.

For the time period up until the end of the next Annual General Meeting Lars Berg, Barbara Donoghue, Luca Majocchi and Harald Strømme are proposed to be re-elected, and Karin Forseke, Mattias Miksche and Simon Waldman are proposed to be elected as new members.

Per Bystedt, Tomas Franzén and Gunilla Fransson have declined re-election.

Karin Forseke, born in 1955, studied Economics, Sociology and Marketing at UCLA, Los Angeles. She is a committee member of the Financial Markets Advisory Committee (*Sw: Finansmarknadsrådet*), appointed by the Swedish Government, a non-executive director of the Financial Services Authority (FSA) in the UK, a non-executive director of Wallenius Lines and a non-

executive director of the Royal Swedish Opera. She was the CEO of Carnegie Investment Bank AB between the years 2003-2006.

Mattias Miksche, born in 1968, has a Master's degree in Economics and Business Administration from the Stockholm School of Economics. He is the CEO of Stardoll.com and former CEO and founder of Boxman, Sweden. He has held various positions within E*trade, and is a Board member of Dustin Group.

Simon Waldman, born in 1966, studied Classics at the University of Bristol. He is the Director of Digital Strategy and Development at Guardian Media Group and he has held various positions within the Guardian Media Group since 1996. Since September 2006 he has been the Chairman of the UK Association of Online Publishers.

Information about all nominees and members of the Board of Directors, and proposed Auditors, as well as a report on how the Nomination Committee has conducted its work can be found on the Company website, www.eniro.com.

For the time period up until the end of the next Annual General Meeting Lars Berg is proposed as Chairman of the Board of Directors. If Lars Berg's mandate as Chairman of the Board of Directors is prematurely terminated, the Board of Directors shall elect a new Chairman.

In connection with its proposal for fees for the Board of Directors, the Nomination Committee has issued the following statement of principle;

The Nomination Committee is of the opinion that the members of the Board of Directors should own shares in the Company. The Nomination Committee accordingly requests that the Board of Directors establish principles governing the Board members' ownership of shares in the Company. The following points should serve as guidelines for these principles;

- all members, excluding non-executive, of the Board shall individually, for the time period up until the next Annual General Meeting, acquire shares in the Company for a sum corresponding to at least SEK 180,000, with a deduction of a standard calculated tax of 50 percent, and the Chairman for a sum corresponding to at least SEK 350,000 with a deduction of a standard calculated tax of 50 percent,
- each individual member of the Board (including the Chairman) shall retain these shares for a minimum period of six months after his or her assignment as a member of the Board has ended.

All members of the Board have notified the Nomination Committee of their acceptance of the Nomination Committee's wish with regard to share acquisition as specified above.

Applying the above-mentioned principles with regard to the remuneration of the Board of Directors, the Nomination Committee proposes that the Chairman of the Board of Directors shall be remunerated with SEK 1,000,000 and each of the members of the Board of Directors elected by the General Meeting with SEK 420,000. In addition thereto, four individual members of the Board of Directors shall be remunerated with an additional SEK 75,000 each for their committee work and the chairman of the Audit Committee shall be remunerated with SEK 150,000 for that work. All together the proposed remuneration of the Board of Directors amounts to SEK 3,970,000.

Further, the Company proposes that a fee should be paid to each of the Employee Representatives nominated according to law (*Sw: lag (1987:1245) om styrelserepresentation för privatanställda*) of SEK 1,000 per year and SEK 1,000 per Meeting.

One Auditor and no deputy Auditors shall be appointed for the Company, i.e. no change in the number of Auditors is proposed. The fees to be paid to the Auditors shall be paid according to approved current account.

It is proposed to elect the public accounting firm Öhrlings PricewaterhouseCoopers AB as the Company's Auditor for the period up to the end of the Annual General Meeting that is held during the fourth fiscal year after the election of the Auditor. Öhrlings PricewaterhouseCoopers AB has declared that the authorized public accountant Bo Hjalmarsson will be appointed as principal Auditor.

Shareholders together representing approx. 25 percent of the total number of voting rights in the Company have declared that they support the Nomination Committee's proposal according to above.

Resolution on principles regarding the remuneration of senior management (item 17)

Introduction

Senior management is defined in the following as the President and the Group management, a total of 16 persons.

The object of the policy on remuneration for senior management is to offer remuneration in line with market standards that will attract as well as retain these persons within the Eniro Group. The remuneration consists of numerous parts; (1) fixed salary, (2) variable remuneration, (3) long-term incentive program, and (4) pensions and other remunerations and benefits.

Eniro has during 2007 applied the policy on remuneration for senior management as decided by the Annual General Meeting in March 2007. The principles outlined below follow in all major parts what has been decided by the General Meeting 2007.

The Board of Directors propose that an authorization is given for the Board of Directors to deviate from the principles, for particular reasons in single cases.

1. Fixed salary

The fixed salary is based on the individual executive's area of responsibility, expertise and experience. To create a transparent and fair compensation system as possible, Eniro employs what is called a grading system in which all roles in the Company management are classified according to an international standard. This also permits salary comparisons. The fixed salary is reviewed annually during the first quarter.

2. Variable remuneration

The outcome of the variable remuneration depends on the level of fulfillment of targets in Eniro's scorecard for the actual year. The targets on the scorecard are distributed such that the financial targets dominate and account for 70 percent of the scorecard's targets. Market- and human capital targets plus individually prioritized initiatives account for the remaining 30 percent.

For the senior management, including the President and CEO, the variable remuneration is a maximum of 35 – 70 percent of the fixed salary. Of the variable remuneration, a maximum of 15 – 50 percentage units is paid in cash. The rest (i.e. maximum 20 percentage units) is converted into synthetic shares with a maturity period of two years, according to the share related incentive program proposed to and adopted by the Annual General Meeting in 2006. The Board of Directors is authorized to make such adjustments necessary to reflect the financial outcome of the program to inter alia dividends and changes of the share capital. The exact outcome of the variable remuneration is determined by the Company based on a yearly evaluation of the individual's performance in relation to the scorecard laid down for the respective individual. In order for the cash to be paid to the individual, the individual has to be employed within the Eniro Group at the time of payment.

3. Long-term incentive program

At the Annual General Meeting held on April 5, 2005, with some adjustments at the Annual General Meeting held on April 5, 2006, it was decided to provide for a share saving plan for employees in the Eniro Group. The long-term incentive program also includes senior management. A more detailed description of the long-term incentive program is found on page 65 in the Annual Report for 2007.

4. Pension and other remunerations and benefits

Eniro's policy on pension is based on either an Individual Pension Plan (*Sw. ITP plan, or corresponding for the respective country*) or a premium-based pension plan. In the premium-based plan the premium will constitute a maximum of 35 percent of the fixed salary.

Notice periods for termination of employment and severance pay for senior executives follow standard practice. If termination is initiated by the Company, a notice period of maximum 12 months applies, and severance pay is received for additional 12 months after termination of employment.

Other remunerations and benefits consist primarily of health insurance and a company car. Allocation of company cars is based on Eniro's car policy at any given time.

Resolution on authorization for the Board of Directors to decide on the acquisition of shares in the Company (item 18)

The Board of Directors proposes that the Annual General Meeting of Shareholders makes a resolution in the form set out below, authorizing the Board of Directors to decide on the acquisition of shares in the Company.

The Board of Directors is authorized, for a period until the next Annual General Meeting of Shareholders, to decide on acquisitions of shares in the

Company on the OMX Nordic Exchange Stockholm where the Company's shares are listed, up to a number representing not more than ten percent of the total number of shares in the Company. The Company's total holding of its own shares, together with shares already held, may not at any time exceed one-tenth of the total number of shares in the Company. It should be noted that the Company as of March 31, 2008 held 996,427 shares in the Company corresponding to 0.61 percent of the total number of outstanding shares in the Company.

The acquisition of shares in the Company on the OMX Nordic Exchange Stockholm may only be made within the price interval registered at any time on the stock exchange, by which is meant the interval between the highest purchase price and the lowest selling price.

The purpose of the acquisition of the Company's own shares is to grant the Board of Directors more room for manoeuvre in their work with a changed capital structure, in order to create value for the Company's Shareholders.

The Annual General Meeting's resolution of this item 18 is valid only if it obtains approval by no less than two thirds of both the voting rights as well as of the shares represented at the Meeting.

Resolution on Nomination Committee (item 19)

The Nomination Committee for the Annual General Meeting 2008 consists of Wouter Rosingh (Hermes Focus Asset Management), Luca Bechis (Richmond Capital), Niklas Antman (Kairos Investment Management), Mads Eg Gensmann (Parvus Asset Management), and Lars Berg, Chairman of the Board of Directors of Eniro. The chairman of the Nomination Committee is Niklas Antman. Together they represent approx. 25 percent of the total number of shares and voting rights in the Company.

In accordance with last year, the Nomination Committee proposes that a Nomination Committee should be established according to the following.

The Chairman of the Board of Directors shall contact the four largest Shareholders in terms of voting rights, who may each appoint one representative to serve as a member of the Nomination Committee along with the Chairman of the Board of Directors up until the end of the next Annual General Meeting or, if necessary, up until a new Nomination Committee has been appointed. If any of the above-mentioned Shareholders does not exercise its right to appoint one representative, that right passes to the Shareholder who, next to the above-mentioned Shareholders, owns the largest number of shares. If a member of the Nomination Committee resigns from the position prior to the conclusion of its work, the same Shareholder who appointed the resigning member shall, if considered to be required, appoint a successor, or if that Shareholder no longer, in terms of voting rights, is one of the four largest Shareholders, by the new Shareholder in that group. The Nomination Committee will among themselves appoint a chairman. The Chairman of the Board of Directors cannot be appointed as chairman of the Nomination Committee. The composition of the Committee shall be made public through a separate press release as soon as it has been appointed and at the latest six months prior to the Annual General Meeting. This information shall be made available on the Company website where there shall also be information as how Shareholders can submit proposals to the Committee.

In case the ownership structure would change substantially after the establishment of the Committee, the composition of the Committee shall change accordingly.

The task of the Nomination Committee shall be to present proposals, ahead of the General Meeting, with respect to the number of members of the Board of Directors to be elected by the General Meeting, the fees for the Board of Directors, possible fees for work in the Committees of the Board of Directors,

the composition of the Board of Directors, the Chairman of the Board of Directors, the chairman of the General Meeting and, when applicable, for the election of Auditors and the fees for the Auditors.

The Nomination Committee's proposal shall be included in the notice for the General Meeting and published on the Company website.

DOCUMENTS

The Annual Report and the Auditor's Report, or copies thereof, and the complete proposals and enclosures thereof of items 10 – 18, will be available at the Company and posted on the Company website, www.eniro.com, from April 23, 2008, and will at the request of Shareholders be sent to their stated address without charge.

All of the above mentioned documents will be provided at the Annual General Meeting.

Stockholm in April 2008

Eniro AB (publ)

The Board of Directors