



Notice of Annual General Meeting in Teleca AB (publ)

The shareholders of Teleca AB (publ) are hereby invited to attend the annual general meeting at Hotel Hilton, Triangeln 2, Malmö, on Tuesday 22 April 2008 at 4 p.m. From 3 p.m. a light meal will be served.

Right to participate

To have the right to participate in the general meeting, shareholders must no later than on Wednesday 16 April 2008 be recorded as a shareholder in the shareholders' register maintained by VPC AB (the Swedish Central Securities Depository), and no later than 4 p.m. on Wednesday 16 April 2008 inform the company of their intention to participate in the general meeting.

Shareholders who wish to participate in the general meeting and whose shares are registered in the name of a nominee must arrange for the shares to be temporarily re-registered in their own name at VPC. Such registration must be made no later than on Wednesday 16 April 2008, and such shareholders are therefore advised to inform their nominees in due time before this date.

Notice of participation

Notice of participation in the general meeting is made in writing to Teleca AB (publ), att: Eva Borgström, Dockplatsen 12, SE-211 19, Malmö, Sweden, by telephone +46 40 – 25 30 04, by fax +46 40 – 25 30 01 or by e-mail to eva.borgstrom@teleca.com. The notification shall include name, civic registration number or corporate registration number, the number of shares held, daytime telephone number and, where applicable, the number of any accompanying assistants (maximum two) at the general meeting. If a shareholder intends to be represented by a proxy, the power of attorney as well as other authorisation documents should be included in the notification. A proxy form is held available upon request.

Proposed agenda

1. Opening of the meeting
2. Election of the chairman of the meeting
3. Preparation and approval of the voting list
4. Approval of the agenda
5. Election of persons to verify the minutes
6. Establishing that the meeting has been duly convened
7. Presentation of the annual report and audit report and the consolidated accounts and audit report on the consolidated accounts
8. Address by the managing director
9. Resolution on adoption of the income statement and balance sheet and the consolidated income statement and consolidated balance sheet
10. Resolution on dispositions of the company's profit pursuant to the adopted balance sheet
11. Resolution on discharge from liability for the board members and the managing director
12. Determination of fees for the board of directors
13. Establishing the number of board members and deputy board members
14. Election of the board of directors and the chairman of the board of directors
15. The board of directors' proposal on authorisations for the board of directors to resolve on new issues
16. Authorisation for the chairman of the board of directors to make the formal adjustments of the resolutions under item 15 that may be necessary upon registration
17. The board of directors' proposal on principles for remuneration to the executive management
18. Appointment of the nomination committee
19. Closing of the meeting

Dividend (item 10)

The board of directors has proposed that no dividend shall be paid.

Board of directors etc. (items 12, 13 and 14)

The nomination committee's proposal regarding board of directors etc will be presented in a separate press release before the general meeting.

The board of directors' proposal on authorisation for the board of directors to resolve on a new issue (item 15)

The board of directors proposes the general meeting to authorise the board of directors to, for the time until the next annual general meeting, resolve on a new issue of shares of series B. The number of shares shall correspond 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 ("Symphony") for the underwriting guarantee issued by Symphony in connection with the currently 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).

The board of directors further proposes the general meeting to authorise the board of directors to, for the time until the next annual general meeting and on one or several occasions, resolve on one or more new issues of not more than a total of 3,600,000 shares of series B. The board of directors shall thereby 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 (in kind, set-off or other provisions). The issue price for the new shares shall be established based upon the market price of the share at the time of each issue, respectively. The purpose of the authorisation is to enable financing of acquisitions.

Under the assumption that the ongoing new issue will be fully subscribed and that the first of the above authorizations will result in the issue of 500,000 new shares series B, full utilization of the second authorization will result in a dilution of approximately 4.5 per cent of the capital and approximately 4.1 per cent of the votes.

The board of directors' proposal on principles for remuneration to the executive management (item 17)

The board of directors proposes that the annual general meeting resolves on the following principles for remuneration to the executive management. Executive management consists of the managing director and other persons in the company's management team. The principles shall apply to employment agreements entered into following the general meeting's resolution on the principles as well as in the event that changes are made in existing conditions following the general meeting's resolution.

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

The fixed salary shall take into account the individual's areas of responsibility and experience. Reviews should be conducted every year.

The variable salary shall 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.

Pension benefits shall be fee-based. The pensions shall be marketable in relation to the conditions for corresponding executives on the market.

The employment agreement with the managing director may be terminated by the employee with a six months term of notice and by the company with a twelve months term of notice. For other persons in 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 of directors may deviate from the above guidelines, should the board of directors in an individual case consider it motivated for special reasons.

Nomination committee (item 18)

The shareholder Symphony Technology Group has proposed that the general meeting assigns the chairman of the board of directors to, based on the share ownership at the end of September 2008, convene a nomination committee composed by the chairman of the board of directors and a representative from each of the four largest shareholders in the company in terms of voting power. 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 a new board of directors to be elected at the annual general meeting 2009 as well as the fees to the board of directors.

The nomination committee shall remain until the next nomination committee has been appointed. Should a member of the nomination committee cease to represent one of the largest shareholders in the company or resign, the nomination committee shall be entitled to replace such member with another representative of the largest shareholders.

Documentation etc.

The annual report and audit report as well as other documentation on which resolutions are to be based, will be made available at the company and at its homepage www.teleca.com, no later than two weeks prior to the general meeting and will be sent by mail to shareholders who so request and state their postal address.

In Teleca AB there are in total 62,377,477 shares, whereof 655,000 shares of series A and 61,722,477 shares of series B. These shares carry in total 68,272,477 votes.

Malmö, March 2008

The Board of Directors of Teleca AB (publ)