



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, May 7, 2014 at 4.00 pm at the company's head office at Lindhagensgatan 126, Stockholm, Sweden.

Notification of attendance

Shareholders who wish to attend the AGM must both be registered in Euroclear Sweden AB's share register by April 30, 2014, and notify the company of their intention to participate in the AGM not later than Wednesday, April 30, 2014.

Register on the company's website at www.cybercom.se, by phone on +46 8 578 646 00 on weekdays between 10.00 am and 4.00 pm, or by writing to Cybercom Group AB, Legal, Box 7574, 103 93 Stockholm, Sweden.

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

Proxies

Shareholders wishing to be represented by proxy should, in plenty of time before the annual general meeting, submit a written and dated power of attorney (in the original) and, for a legal entity, registration certificate (or corresponding proof of authorised signatory) to Cybercom Group AB, Legal, Box 7574, 103 93 Stockholm, Sweden. Power of attorney forms are available on the company website at www.cybercom.se, or can be ordered by phone on +46 8 578 646 00.

Nominee-registered shares

Shareholders with nominee-registered shares must temporarily re-register the shares in their own name to be entitled to attend the meeting. This registration must be completed by Wednesday, April 30, 2014. Contact your nominee in plenty of time 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 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 auditor's report, and of the consolidated accounts and group auditor's report
8. Chief executive officer'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 CEO 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 until the 2015 AGM
18. Resolution concerning remuneration guidelines for senior executives
19. Closing of the AGM

PROPOSALS FOR RESOLUTION

Election of chairman for the meeting (Item 2)

The nomination committee, consisting of Ulf Gillberg (chairman), appointed by JCE Group AB, Evert Carlsson, appointed by Swedbank Robur Fonder, Henrik Didner, appointed by Didner & Gerge Fonder, John Örtengren, representative for minority shareholders, and Hampus Ericsson, board chairman (member of the nomination committee without voting rights), proposes that board chairman Hampus Ericsson be elected chairman for the meeting.

Appropriations of profit/loss (Item 11)

The board and CEO propose that no profit be distributed for financial year 2013 and that the profit available to the AGM for allocation of SEK 491,255,875 be carried over to new accounts.

Number of board members (Item 13)

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

Board remuneration and auditor fees (Item 14)

The nomination committee proposes that board remuneration (excluding fees for committee work) be fixed at SEK 1,200,000, wherein remuneration to the chairman of the board of SEK 200,000 and remuneration to each of the other board members elected by the meeting of SEK 200,000 (i.e. unchanged remuneration for both the chairman of the board and other board members compared with 2013). 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 may be permitted, within the framework of current legislation and recommendations, to invoice their fees provided this is cost-neutral to the company.

Election of board chairman and board members (Item 15)

The nomination committee proposes re-election of Hampus Ericsson, Nicolas Hassbjer, Jan-Erik Karlsson and Dag Sundman as board members. The nomination committee proposes election of Ulrika Dellby and Katarina Kämpe as new board members. Board member Thomas Landberg has declined re-election. The nomination committee proposes that Hampus Ericsson be appointed chairman of the board.

Ulrika Dellby was born in 1966 and has a degree in economics and business administration from Stockholm School of Economics. Ulrika is a founding partner at Fagerberg & Dellby AB, a private equity firm focusing on small, unlisted companies. She is deputy chairman of Fastighetsaktiebolaget Norrporten, and a board member of Big Bag Group AB and Yrkesakademien AB. She has been nominated to the board of SJ AB. Ulrika has held previous positions including CEO of Brand Union Stockholm and partner at The Boston Consulting Group.

Katarina Kämpe was born in 1965 and has a bachelor's degree in political science from Växjö University. Katarina is the CEO at Sollentuna Municipality. Her previous positions have included deputy governor of the Stockholm County Administrative Board, deputy director general of the Swedish Post and Telecom Agency, and departmental director at the Armed Forces Headquarters. She is a board member of Stockholmsregionens Försäkring AB.

For a more detailed presentation of Ulrika Dellby and Katarina Kämpe please visit the company's website at www.cybercom.se.



Election of auditor (Item 16)

The nomination committee proposes that KPMG AB be elected auditor for the period until the end of the 2015 AGM. KPMG AB will appoint Helena Arvidsson Ålgne as head auditor.

Resolution concerning the nomination committee until the 2015 AGM (Item 17)

The nomination committee proposes that the AGM resolve:

That Ulf Gillberg (JCE Group AB), Evert Carlsson (Swedbank Robur Fonder) and Henrik Didner (Didner & Gerge Fonder), as representatives of the company's largest shareholders, and John Örtengren, as 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 must be the board member who represents the shareholder with the most votes;

That if, during the nomination committee's term of office, but not later than ten weeks in advance of the AGM, 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 in terms of votes 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 nomination 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 for resolution proposals to the 2015 AGM on the following:

- AGM chairman;
- Board members;
- Board chairman;
- Auditor;
- Board remuneration for the chairman and for other members plus remuneration for committee work;
- Auditors' fees; and
- Nomination committee rules for the 2016 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.

Resolution concerning remuneration guidelines for senior executives (Item 18)

The board proposes that the AGM pass a resolution on the following remuneration guidelines for senior executives.

Basic salary

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

Variable pay

The variable pay is based on achieved predetermined operational objectives, the wide majority of which correspond to financial targets. The variable remuneration is paid in the form of variable pay to each senior executive at an amount corresponding to a maximum of 50 percent of basic 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 a maximum of 100 percent of basic salary, provided that such variable pay is linked to well defined commitments to purchase shares in Cybercom for a substantial part of the compensation.

The objectives for variable pay are 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 senior executives 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 senior executives, of which the pension forms a part and where the balance between pension and basic salary is agreed upon in each individual case.

Other benefits

Other benefits should be on market terms and facilitate the senior executive's ability to complete his or her duties. 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

The period of notice for senior executives shall be a mutual period of 6 months. Severance pay shall be applied with restraint, and not be paid as a lump sum but over a predetermined period, and be subject to a non-competition agreement. In addition there shall be deductions for any compensation from other employment and/or assignments. Severance pay shall not exceed the basic salary for 12 months.

Other

Some deviations from these guidelines arise in existing contracts. These will not be adjusted.

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

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 180,439,495.

Shareholders' right to request information

In accordance with Chapter 7, Section 32 of the Swedish Companies Act, shareholders are entitled to ask questions of the company at the AGM regarding matters 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 under Item 18 above, together with copies of accounting documents, the auditor's report, the auditor statement in accordance with the Swedish Companies Act, Chapter 8, Section 54, the complete proposals of the nomination committee, the nomination committee's opinion regarding proposals to the board and information on all proposed members of Cybercom's board will be available on the company's website at www.cybercom.se and from the company at the above address, not later than Wednesday, April 16, 2014. Copies of these documents will be sent to those shareholders who request them and who state their postal address.

Stockholm, April 2014

Cybercom Group AB (publ)

Board of Directors