



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 Thursday, May 7, 2015 at 4.00 pm at Sveavägen 20, Floor 2, in Stockholm.

Notification of attendance

Shareholders who wish to attend the AGM must both be registered in Euroclear Sweden AB's share register by Thursday, April 30, 2015, and notify the company of their intention to participate in the AGM not later than Thursday, April 30, 2015.

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 Thursday, April 30, 2015. 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 2016 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, 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 from the company's available profit of SEK 495,439,830, a dividend be paid to shareholders in an amount corresponding to SEK 0.05 per share and that the remainder be carried over to new accounts. The proposed record date for the dividend is May 11, 2015. Subject to approval by the AGM, it is expected that the dividend will be distributed by Euroclear Sweden AB on May 15, 2015.

Number of board members (Item 13)

The nomination committee proposes that the board comprise five 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 400,000 and remuneration to each of the other board members elected by the meeting of SEK 200,000 (i.e. unchanged total remuneration compared with 2014, with a doubling of remuneration for the chairman of the board and unchanged remuneration for other board members). 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, Ulrika Dellby, Nicolas Hassbjer, Jan-Erik Karlsson and Katarina Kämpe as board members. Board member Dag Sundman has declined re-election. The nomination committee also proposes that Hampus Ericsson be appointed chairman of the board.

Election of auditor (Item 16)

The nomination committee proposes that KPMG AB be elected auditor for the period until the end of the 2016 AGM. KPMG AB will appoint Helena Arvidsson Älgne as head auditor.

Resolution concerning the nomination committee until the 2016 AGM (Item 17)

The nomination committee proposes that the AGM resolve:

That Ulf Gillberg (JCE Group AB) and Evert Carlsson (Swedbank Robur Fonder), as appointed by 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 appointed by 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 2016 AGM, a shareholder who appointed a member to the nomination committee is no longer one of the three largest shareholders in terms of votes, then this member must relinquish his or her position, and the largest shareholder in terms of votes who has not appointed a member to the nomination committee 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 the opportunity to appoint a member to the nomination committee. If this subsequent shareholder does not wish to appoint a member 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 2016 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 2017 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 the company 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 statement regarding the proposed dividend under paragraph 11 above, the board's complete proposals for resolution under Item 18, 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 Thursday, April 16, 2015. Copies of these documents will be sent to those shareholders who request them and who state their postal address.

Stockholm, April 2015

Cybercom Group AB (publ)

Board of Directors