

**Company Announcement No. 11/2007  
Copenhagen, Denmark  
11 December 2007**

## **Olicom Gives Notice of General Meeting Regarding Share Issue**

**Copenhagen, Denmark, 11 December, 2007:** Olicom A/S, which trade on OMX Nordic Exchange in Copenhagen, today issues the attached notice of an extraordinary general meeting to be held on 20 December 2007.

The statements from the Board of Directors etc. referred to in the notice will be available in Danish on the Company's web-site [www.olicom.com](http://www.olicom.com).

Further information about Olicom can be found at [www.olicom.com](http://www.olicom.com) or obtained by contacting CEO Per Brøndum Andersen tel. +45 4527 0000 or e-mail [pba@olicom.com](mailto:pba@olicom.com).

**NOTICE OF EXTRAORDINARY GENERAL MEETING OF  
Olicom A/S**

December 2007

The Board of Directors hereby convenes an extraordinary general meeting of Olicom A/S on:

**Thursday 20 December 2007, at 11 am,**

at Copenhagen Business Hotel, Nyropsgade 2, 1602 København V.

**Agenda**

1. Resolution to increase the Company's share capital by contribution in kind and conversion of debt.
2. Resolution to increase the Company's share capital by conversion of debt.
3. Authorisation for the Board of Directors until 1 July 2008 to carry out a capital increase with pre-emptive rights for the existing shareholders.
4. Authorisation for the Board of Directors to carry out additional capital increases.
5. Resolution to alter Article 5 of the Articles of Association such that the name and address of the Registrar of the Company appears from the Articles.
6. Any other business.

**Comments for the agenda:**

**Re. item 1 on the agenda.**

The Board of Directors proposes that the Company's share capital be increased by a nominal amount of DKK 128,326,316 by contribution in kind and conversion of debt without the existing shareholders having any pre-emptive rights.

It shall apply to the increase

- (1) that the share capital is increased
 

from a nominal amount of	DKK 4,341,604
by a nominal amount of	DKK 128,326,316
to a nominal amount of	DKK 132,667,920
- (2) that the subscription price shall be DKK 0.25 per share of a nominal value of DKK 0.25 each,

- (3) that the capital increase can only be subscribed to by ADR nr. 1904 ApS, Rahbeks Alle 21, 1801 Frederiksberg C, Denmark (CVR no. 15 13 35 38) in accordance with the provisions stipulated below,
- (4) that the subscription deadline runs 12 weeks from the time of the approval of the proposal at the general meeting,
- (5) that a nominal amount of DKK 100,000,000 of the capital increase shall be paid through the contribution of the following values by ADR no. 1904 ApS:

<u>Contribution</u>	<u>Value of the contribution</u>
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(i)

<p>All shares of Castor Holding A/S (CVR no. 28 31 10 44) with a total nominal value of DKK 25,000,000 free from all charges and encumbrances</p>	<p>DKK 95,000,000</p>
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(ii)

<p>All shares of Nygade 29-39, Ikast ApS (CVR no. 28 88 56 36) with a total nominal value of DKK 125,000 free from all charges and encumbrances</p>	<p>DKK 5,000,000</p>
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(iii)

<p>Option agreement, free from all charges and encumbrances, according to which the Company has a right to buy 49% of the share capital in the Polish company Universe Art Sp. z.o.o.(KRS 0000248196) and 40% of the share capital in the Polish company Universe System Sp. z.o.o. (KRS 0000238067) on specified terms,</p>	<p>DKK 0</p>
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<p>Total contribution in kind</p>	<p>DKK 100,000,000</p>
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With respect to the detailed description of the contributed values, reference is made to the statement of Board of Directors' pursuant to § 33 of the Danish Public Companies Act (*aktieselskabsloven*) as well as the audit firm Ernst & Young's valuation report pursuant to § 33, see § 6a and § 6b of the Public Companies Act, which will be made available at the Company's office no later than eight days before the general meeting and will be forwarded to any registered shareholder who has made a request to this effect,

- (6) that a nominal amount of DKK 28,326,316 of the capital increase shall be paid by ADR nr. 1904 ApS on the subscription day converting the following outstanding amount into shares:

Debt

Conversion

The company owes an amount of approx. DKK 28.5m to ADR nr. 1904 ApS. The outstanding amount incurred in the period after 1 February 2005 through financing of the Company's cash-flow requirement. Of the outstanding amount ADR nr. 1904 ApS will convert to shares, whereas the surplus amount which is not converted will remain at the Company until the Company's cash-flow situation makes it possible to repay the amount.

DKK 28,326,316

Total debt conversion

DKK 28,326,316

With respect to the detailed description of the reason for and time of the incurring of the debt and for the resolution on conversion, reference is made to the statement of the Board of Directors' pursuant to § 33 of the Danish Public Companies Act, which will be made available at the Company's office no later than eight days before the general meeting and will be forwarded to any registered shareholder who has made a request to this effect,

- (7) that the capital increase shall be divided into shares with a nominal value of DKK 0.25 each or multiples thereof,
- (8) that the new shares shall not belong to a particular class of shares,
- (9) that the new shares shall be negotiable instruments,
- (10) that the new shares shall be issued to named holders,
- (11) that the new shares shall not confer any special rights on any shareholder,
- (12) that the new shares shall not be subject to any restrictions in transferability,
- (13) that the costs incidental to the capital increase which are to be borne by the Company, together with the costs payable concerning the resolution stated in item 2 and 3 of the agenda, are estimated at DKK 3,000,000 for accounting-related, financial and legal advice etc.,
- (14) that the new shares shall entitle the holder to dividend for the financial year 2008 on equal terms with the existing shares and other rights in the Company from the time of registration of the capital increase,

- (15) that Article 4(1) of the Company's Articles of Association be altered to: "The Company's share capital amounts to DKK 132,667,920 divided into 530,671,680 shares of DKK 0.25 each".

The Board of Directors states

- that an agreement has been entered into with ADR nr. 1904 ApS according to which ADR nr. 1904 ApS's subscription to the capital increase is conditioned upon (i) approval of the prospectus by the Danish Financial Supervisory Authority (*Finanstilsynet*) and (ii) upon OMX Nordic Exchange Copenhagen not finding that the capital increase will prevent continued listing of the company's shares,
- that ADR no. 1904 ApS in relation to capital increases that are carried out in accordance with the authorisation in item 3 of the agenda has made an irrevocable undertaking to waive the pre-emption right to the shares of a nominal value of DKK 128,326,316 covered by this item, and
- that ADR nr. 1904 ApS does not hold shares in the company.

As the subscription price for the capital increase is lower than the present market price at the OMX Nordic Exchange Copenhagen, adoption of the Board of Directors' resolution requires at least nine tenths of both the votes cast and of the voting share capital represented at the general meeting pursuant to § 79(2)(i) of the Public Companies Act.

**Re. item 2 on the agenda.**

The Board of Directors proposes that the Company's share capital be increased by a nominal amount of DKK 3,962,266 by conversion of debt without the existing shareholders having any pre-emptive rights.

It shall apply to the increase

- (1) that the share capital is increased by a nominal amount of DKK 3,962,266,
- (2) that the subscription price is DKK 0.25 per share of a nominal value of DKK 0.25,
- (3) that the capital increase can only be subscribed to by AXI Alpha X Investor Limited, P.O. Box 203, Sct. George's Court, Upper Church Street, Douglas, Isle of Man – IM 99 1RB, England,
- (4) that the subscription period runs from the approval of the proposal at the general meeting and until 1 July 2008,
- (5) that the capital increase is paid through AXI Alpha X Investor Limited as at the subscription day converts DKK 3,962,266 of the amount owed by the Company into shares, as it has been stated that the amount incurred in the period after 1 January 2005 through financing of the Company's cash-flow requirement and that the amount owed is at least as high as the proposed nominal capital increase of DKK 3,962,266 and that any surplus non-converted debt shall continue to be owed by the Company until the Company's cash-flow situation makes it possible to repay the amount.

With respect to the detailed description of the reason for and time of the incurring of the debt and for the resolution on conversion, reference is made to the statement of the Board of Directors' pursuant to § 33 of the Public Companies Act, which will be made available at the Company's office no later than eight days before the general meeting and will be forwarded to any registered shareholder who has made a request to this effect,

- (6) that the capital increase shall be divided into shares with a nominal value of DKK 0.25 each or multiples thereof.
- (7) that the new shares shall not belong to a particular class of shares.
- (8) that the new shares shall be negotiable instruments.
- (9) that the new shares shall be issued to named holders,
- (10) that the new shares shall not confer any special rights on any shareholder,
- (11) that the new shares shall not be subject to any restrictions in transferability,
- (12) that the costs incidental to the capital increase which are to be borne by the Company, together with the costs payable concerning the resolution stated in item 1 and 3 of the agenda, are estimated at DKK 3,000,000 for accounting-related, financial and legal advice etc.,
- (13) that the new shares shall entitle the holder to dividend for the current financial year on equal terms with the existing shares and other rights in the company from the time of registration of the capital increase, and
- (14) that Article 4 of the Company's Articles of Association is altered to reflect the Company's actual share capital.

The Board of Directors states

- that an agreement has been entered into with AXI Alpha X Investor Limited according to which AXI Alpha X Investor Limited will only subscribe to the share capital if (i) the capital increase proposed under item 1 of the agenda is adopted and ADR nr. 1904 ApS subscribe to this capital increase and (ii) if a cash capital increase in the company with cash proceeds of at least DKK 80,000,000 according to item 3 of the agenda is not subscribed to prior to 1 July 2008, and
- that AXI Alpha X Investor Limited does not hold shares in the Company.

As the subscription price for the capital increase is lower than the present market price at the OMX Nordic Exchange Copenhagen, adoption of the Board of Directors' resolution requires at least nine tenths of both the votes cast and of the voting share capital represented at the general meeting pursuant to s 79(2)(i) of the Public Companies Act.

**Re. item 3 on the agenda.**

On the condition that the capital increase proposed under item 1 of the agenda is adopted and subscribed to, the Board of Directors wants to carry out a cash capital increase as soon as possible of up to a nominal amount of DKK 86,832,080 valued at par with pre-emptive rights for the existing shares.

Consequently, the Board of Directors proposes the insertion of the following authorisation as a new Article 7.3 of the Articles of Association:

*"Until 1 July 2008, the general meeting authorises the Company's Board of Directors to increase the company's share capital by up to DKK 86,832,080 at a price of DKK 0,25 per share of a nominal value of DKK 0,25 each by cash contribution and with pre-emptive rights for the shareholders, who have shares at the time set by the Board of Directors. The Board of Directors will lay down the specific provisions with respect to time and conditions and the provision in Article 7.2 will apply correspondingly."*

Article 7.3 of the Articles of Association will subsequently become Article 7.4

Pursuant to § 78 of the Public Companies Act, adoption of the Board of Directors' proposal requires that the resolution is adopted by two-thirds of the votes cast as well as of the voting share capital represented at the general meeting.

The Board of Directors states that ADR no. 1904 ApS in relation to capital increases carried out in accordance with this authorisation has made an irrevocable undertaking to waive the pre-emption right to the shares of a nominal value of DKK 128,326,316 covered by item 1 of the agenda.

#### **Re. item 4 on the agenda.**

The Board of Directors proposes that the existing authorisation for the Board of Directors to carry out future capital increases, see Article 7(1) of the Articles of Association be increased to apply to capital increases up to shares of a nominal value of DKK 100,000,000 and extended to apply for five years from the date of the general meeting.

Therefore, the Board of Directors proposes that Article 7.1 of the Articles of Association be altered to the following:

*"The general meeting authorises the Board of Directors at its own discretion with respect to time and conditions to increase the Company's capital one or several times by up to DKK 100,000,000 (i.e. 400,000,000 shares of DKK 0.25 each). This authorisation applies for a period of five (5) year until 20 December 2012 and may be extended by the general meeting by one or more five-year periods at a time. Increases pursuant to the Board of Directors' authorisation may be by cash contribution, by contribution of other values than cash or by conversion of debt. Increase of the share capital can be effected without pre-emptive rights for the Company's existing shareholders irrespective of the provision in Article 6."*

Pursuant to § 78 of the Public Companies Act, adoption of the Board of Directors' proposal requires that the resolution is adopted by two-thirds of the votes cast as well as of the voting share capital represented at the general meeting.

#### **Re. item 5 on the agenda.**

The Board of Directors proposes that Article 5 of the Articles of Association be altered such that the name and address of the Registrar of the Company appears from the Articles.

The following will therefore be inserted in Article 5, last sentence:

*"The Company's register of shareholders shall be kept and maintained by the VP Investor Services A/S (VP Services A/S), Helgeshøj Allé 61, P.O. Box 20, 2630 Taastrup, Denmark".*

Pursuant to § 78 of the Public Companies Act, adoption of the Board of Directors' proposal requires that the resolution is adopted by two-thirds of the votes cast as well as of the voting share capital represented at the general meeting.

### **Presentation of documents**

The following documents will be available at the Company's office no later than eight (8) days prior to the general meeting and will be forwarded to any registered shareholder who has made a request to this effect:

- 2006 Annual Report.
- Statement by the Board of Directors regarding the contribution in kind proposed under item 1 of the agenda, see § 33 of the Public Companies Act, see also § 6 of the Act.
- The valuation report regarding the contribution in kind proposed under item 1 of the agenda, see § 33 of the Public Companies Act, see also § 6a and § 6b of the Act.
- Statement by the Board of Directors regarding the conversion of debt proposed under items 1 and 2 of the agenda, see § 33a of the Public Companies Act.
- Statement by the Board of Directors pursuant to § 29(2)(ii) of the Public Companies Act.
- Statement by the auditor pursuant to § 29(2)(iii) of the Public Companies Act.

### **Admission**

Admission cards to the general meeting are distributed by the keeper of the Company's register of shareholders until 17 December 2007. It is a condition for participating in the general meeting that an admission card has been obtained in due time. Admission cards are issued to the shareholders recorded in the Company's register of shareholders.

### **Size of share capital and shareholders' voting rights**

The Company's share capital is DKK 4,341,604 divided into 17,366,416 shares of DKK 0.25 each. Each share of DKK 0.25 entitles the holder to one vote.

Shareholders who have acquired shares by transfer shall only be entitled to vote in respect of such shares, if the shares in question at the time at which the general meeting was convened are registered in the Company's register of shareholders or if the shareholders have at the same time notified and documented their purchases to the Company. The acquired shares will, however, be considered represented at the general meeting, even though the voting rights cannot be exercised, if the shareholding has prior to the general meeting been registered in the Company's register of shareholders or when the shareholder has notified and documented the purchase to the Company.



**Power of attorney**

Voting rights may be exercised by a proxy – who does not have to be a shareholder – on the condition that the proxy in question documents his/her right to attend the general meeting by presenting admission card and a written, dated power of attorney that is not more than one year old. Power of attorney may also be granted to the chairman of the Board of Directors, Eric K. Horten, lawyer, and may be submitted to the keeper of the Company's register of shareholders or by using power of attorney form which can also be found at the web site of the keeper of the Company's register of shareholders – [www.vp.dk/gf](http://www.vp.dk/gf).

Copenhagen, 11 December 2007

On behalf of the Board of Directors,

Eric Korre Horten  
Chairman of the Board of Directors