

## Translation only – not a legal document



### NOTICE

The Shareholders of Eniro AB (publ), 556588-0936, (“Eniro” or the “Company”) are hereby convened to the Extraordinary General Meeting on Tuesday 9 October 2007, at 10 a.m. (CET), at Näringslivets hus, Styrelserummet, Storgatan 19 in Stockholm. The doors will open at 9 a.m. (CET).

### REGISTRATION ETC.

Shareholders who wish to participate in the Extraordinary General Meeting must

- be listed in the share register maintained by VPC AB (the Swedish Securities Register Centre) on 3 October 2007, and
- give notice to the Company of their intention to participate in the Extraordinary General Meeting no later than 4 p.m. (CET) on 5 October 2007, 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](mailto:bolagsstamma@eniro.com). The number of assistants who will be participating (max. 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, in ample time prior to 3 October 2007, arrange for those shares to temporarily be registered in their own names in order to be entitled to participate in the meeting.

### PROXY

A Shareholder not present at the Extraordinary General Meeting may exercise his 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, on the Company website [www.eniro.com](http://www.eniro.com) or by phone: +46 (0) 8 553 310 38. A proxy should be submitted in the original in ample time prior to the Extraordinary 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 authorisation documents.

Please observe that a separate notification concerning a Shareholder’s participation in the Extraordinary 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 Extraordinary General Meeting of Shareholders.

## INFORMATION ON SHARES AND VOTES

The shares and votes in the Company as of 3 October 2007 amount to 182,102,392.

## MATTERS AND PROPOSED AGENDA

1. Opening of the meeting.
2. Election of chairman for the meeting.
3. Preparation and approval of the voting list.
4. Approval of the agenda.
5. Election of two persons to verify the minutes.
6. Consideration of whether the General Meeting has been properly convened.
7. The Board of Directors' proposal for resolution on a voluntary redemption programme including (a) a resolution for utilisation of non-restricted reserve, (b) a resolution to reduce the share capital with retirement of shares for repayment to the shareholders and (c) a resolution to simultaneously increase the share capital through a bonus issue.
8. Closing of the meeting.

## PROPOSED RESOLUTIONS

### **Election of chairman for the 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 of Law, as chairman of the General Meeting.

### **The Board of Directors' proposal for resolution on a voluntary redemption programme including (a) a resolution for utilisation of non-restricted reserve, (b) a resolution to reduce the share capital with retirement of shares for repayment to the shareholders and (c) a resolution to simultaneously increase the share capital through a bonus issue (item 7)**

With the sale of WLW?, for which the competition authority in Germany has given its approval, and which in its entirety is expected to be formally completed on 28 September 2007, and finally a refinancing agreed and signed on 21 August 2007, the Board of Directors considers that there is scope for a distribution to the Shareholders in addition to the dividend resolved at the Annual General Meeting on 30 March 2007. In the light of the above, the Board of Directors has decided to propose the Extraordinary General Meeting to resolve on a repayment to the Shareholders of a maximum amount of SEK 2,020,000,000 by way of a voluntary redemption programme in accordance with items 7 (a)-(c) below.

#### *The Board of Directors' proposal for utilisation of non-restricted reserve (item 7(a))*

The Board of Directors proposes the Extraordinary General Meeting to resolve that the non-restricted reserve amounting to SEK 2,148,585,376.25 that was resolved at the Annual General Meeting on 30 March 2007, shall be used as follows. A maximum of SEK 1,997,362,180 shall be used for the Company's redemption of shares in accordance with item 7 (b) below.

*The Board of Directors' proposal to reduce the share capital with retirement of shares for repayment to the shareholders (item 7 (b))*

The Board of Directors proposes the Extraordinary General Meeting to resolve on a reduction of the Company's share capital with a maximum amount of SEK 22,637,820 with retirement of at the highest 22,637,820 shares, each share with a quotient value of SEK 1. The purpose of the reduction is a repayment to the Company's Shareholders with a maximum amount of SEK 2,020,000,000. The reduction is made by way of a voluntary redemption programme.

The redemption amount per share shall include a premium in relation to the share price and will be finally fixed in connection with the publication of the Board of Directors' complete proposals no later than on 25 September 2007. The premium may vary depending on the development of the share price but in no event will the total redemption amount to be repaid to the shareholders exceed SEK 2,020,000,000. The part of the redemption amount that exceeds the share's quotient value will be transferred from non-restricted reserve in accordance with item 7 (a) above.

The proposed record date for obtaining redemption rights is 12 October 2007.

Settlement of the redemption amount is estimated to take place at the latest in the end of December after registration by the Swedish Companies Registration Office of the reduction of the share capital according to this item and the increase of the share capital through the bonus issue pursuant to item 7 (c) below.

The final redemption amount per share, the number of redemption rights required for redemption of one share, the application period of the redemption programme and the period for trading with redemption rights etc. will be established in connection with the publication of the Board of Directors' complete proposals no later than 25 September 2007.

The resolution to reduce the share capital with retirement of shares pursuant to this item 7 (b) may be implemented without obtaining the Swedish Companies Registration Office's or a general court's permission, since the Company simultaneously makes a bonus issue pursuant to item 7 (c) below, as a measure to avoid a reduction in the Company's restricted shareholders' equity and share capital.

The Board of Directors' proposal requires that the resolution is approved by two thirds of both the voting rights as well as of the shares represented at the General Meeting. Furthermore, the resolution's validity and implementation is conditional upon that the Company's increase of share capital through a bonus issue according to item 7 (c) below is registered with the Swedish Companies Registration Office.

*The Board of Directors' proposal to increase the share capital through a bonus issue (item 7 (c))*

To enable that the reduction of the share capital according to item 7 (b) above is carried out without an approval process with the Swedish Companies Registration Office, the Board of Directors proposes that the Company simultaneously with the redemption programme carries out a bonus issue, through which the share capital is restored to at least the same amount as before the reduction. The Board of Directors therefore proposes that the Company's share capital is

increased with SEK 22,637,820 by a transfer from non-restricted equity. The bonus issue shall take place without issue of new shares.

#### MORE INFORMATION

The Extraordinary General Meeting's resolution of item 7 (b) is valid only if it obtains approval by two thirds of both the voting rights as well as of the shares represented at the Meeting.

The Board of Director's complete proposals and enclosures thereof, of items 7 (a) – (c), as well as proxy forms, will be available at the Company and posted on the Company website, [www.eniro.com](http://www.eniro.com), at the latest as from 25 September 2007, and will at the request of Shareholders be sent to their stated address without charge.

The Board of Director's complete proposals and enclosures thereof will also be provided at the Extraordinary General Meeting.

An information brochure describing the voluntary redemption programme in further details will be prepared as a result of the above Board of Director's proposals and will be made available in ample time prior to the beginning of the application period.

Stockholm in September 2007

Eniro AB (publ)  
The Board of Directors

For the convenience of non-Swedish speaking Shareholders the proceedings of the Extraordinary General Meeting of the Shareholders will be simultaneously interpreted to English. This service may be requested when attendance to the Extraordinary General Meeting of Shareholders is notified.