

NOCOM AB (PUBL.)

NOTICE TO ATTEND EXTRAORDINARY GENERAL MEETING

The stockholders of Nocom AB (publ.) are hereby summoned to an extraordinary general meeting on Friday, December 7, 2001, at 3:00 p.m., in Kristallen, Axel Johanssons gata 4-6, Uppsala.

Notification

Stockholders who wish to participate in the extraordinary general meeting must

- 1) be entered in the share register kept by VPC AB (the Swedish Securities Register Center) as of Tuesday, November 27, 2001, and
- 2) make notification of their intention to participate in the meeting no later than Tuesday, December 4, 2001, at 4:00 p.m., to this address: Nocom AB (publ.), Kristallen, 754 51 Uppsala, or by phone +46 18-65 55 00 or by fax +46 18-65 55 55 or via the Internet at www.nocom.com. Notification should include name, address, telephone number, national identity (social security) number or corporate identity number, and number of shares held.

Stockholders whose shares are registered with an administrator should temporarily register their shares in their own name, well before November 27, 2001, in order to have the right to participate at the meeting.

When appropriate, authorization documents, such as powers of attorney and registration certificates, should be sent in prior to the general meeting.

Stockholders who wish to bring one or two assistants to the meeting should announce this intention within the time limit and according to the procedure that applies.

Agenda

1. Opening of the general meeting.
2. Election of chairperson for the meeting.
3. Establishment and approval of the register of voters.
4. Approval of the agenda.
5. Election of one or two members to check the minutes.
6. Consideration of whether the meeting was duly convened.

7. Approval of acquisition of call options.

Decision to approve the acquisition made by board member Christer Magnusson of call options totaling 100,000 Series B shares from the chairman of the board, Anders Jonson.

8. Approval of transfer of subsidiary companies.

Decision to approve the transfer of the subsidiary companies Hera AB and ECMM Communication AB to Hera's CEO Michel Östlund. The purchase sum amounts to one (1) Swedish krona. A supplementary purchase sum may proceed under certain circumstances.

Approval from the meeting regarding item 8 is valid only if it is supported by stockholders with at least nine-tenths of the submitted votes and nine-tenths of the shares represented at the meeting.

9. Issue of promissory note combined with rights of option to subscribe to new shares.

Decision to make a new issue in the form of a promissory note of nominally SEK 1,000, combined with 1,400,000 separable options to subscribe to new shares. The options can be detached and transferred to leadership staff and other employees of the Nocom group's companies in Sweden (with the exception of these subsidiaries: Hera AB, Tradevision AB, Aerohosting AB, and Nocom Travelutions AB). The promissory note will mature on November 30, 2002 and yield six percent interest. The issue rate for the promissory note is equivalent to the nominal sum of the promissory note, with the addition of a sum equivalent to the market value of the options, calculated according to Black & Schole's valuation model.

Each option gives its holder the right to subscribe to a new Series B share, for nominally one krona, during the period from (and including) December 1, 2003 up until (and including) December 31, 2003. The subscription price will constitute 150 percent of the average of the latest price paid for each trading day of Nocom's Series B shares on the OM Stockholm Stock Exchange O-list during the period from (and including) November 28, 2001 up to (and including) December 18, 2001.

When the subscription option is fully utilized, the share capital will increase by SEK 1,400,000, corresponding to a dilution effect of approximately 4.7 % of the total share capital and approximately 2.2 % of the total number of votes. When including previously outstanding option programs, the dilution effect amounts to some 10.6 % of the total share capital and about 5.2 % of the total number of votes. In view of the subscription rate of earlier outstanding subscription options, it has been judged that these will not be used for subscribing to shares.

The issue will take place in deviation from the preferential right of stockholders, and the promissory note will be signed by Nocom Partner Network AB (a wholly owned subsidiary of Nocom AB), after which said company shall detach the option rights and sell them adjusted to conditions on the market, based on a calculation made according to Black & Schole's valuation model and performed by an independent rating institute.

Subscription-eligible employees will be offered option rights according to the following: Category I – leadership staff and leading specialists a maximum of 20,000 option rights per person, Category II – intermediate managers and other specialists a maximum of 10,000 option rights per person, Category III – other employees a maximum of 5,000 option rights per person.

The reason for the departure from the preferential right of stockholders is that the company has found it suitable, through a well thought-out incentive program, to offer joint ownership to leadership staff and other employees, whereby these employees will be given the opportunity to take part in the company's positive development.

Approval from the general meeting regarding item 9 is valid only if supported by stockholders with at least nine-tenths of the submitted votes and nine-tenths of the shares represented at the meeting.

10. Authorization for the CEO to make formal changes in connection with registration.
11. Closing of the general meeting.

A valuation statement from an independent expert in reference to item 8 above, as well as the board's presentation of the proposed transfer, is available at the company at least two weeks before the general meeting. The board's complete proposal for decision according to item 9 above, along with documents relating to Chapter 4 Section 4 of the Companies Act, is available at the company at least one week before the general meeting. All documents will be sent to those stockholders who request it, on submission of their mailing addresses.

Uppsala, November 2001

Nocom AB (publ.)
Board of directors

NB. This notice is available in Swedish and English. The English version is virtually the same as the Swedish notice. If deviations between the Swedish and the English version occur, the Swedish version shall apply.