

## Notice to attend the Annual General Meeting of Nocom AB (publ)

The stockholders in Nocom AB (publ) are hereby invited to attend the Annual General Meeting at 6:00 p.m. on Thursday, May 3, 2007, at Scandic Hotel Anglais, Humlegårdsgatan 23, in Stockholm.

### Notification, etc.

Stockholders who wish to participate in the Annual General Meeting ("AGM") must:

- be recorded in the register of stockholders maintained by VPC AB (the Nordic Central Securities Depository) not later than Thursday, 26 April 2007,
- provide notification of their intention to participate in the AGM not later than Friday, April 27, 2007, in writing to Nocom AB (publ), Kista Science Tower, SE-164 51 Kista, Sweden, by telephone +46 08-410 920 35, fax +46 8-410 920 01 or Internet at www.nocom.se. The notification should include name, address, telephone number, personal identity number and registered holding.

To be entitled to participate in the AGM, stockholders whose shares are registered in the name of a trustee must have their shares temporarily re-registered in their own name with VPC AB. Stockholders must notify their trustees well in advance to ensure that an entry is made in the register of stockholders by April 26, 2007. When applicable, proof of authorization, such as forms of proxy and certificates or registration should be sent to the Company prior to the AGM. Stockholders who wish to be accompanied by one or two assistants must inform the Company by the same date and in the same manner applicable to stockholders.

### Proposed agenda

1. Opening of the AGM
2. Election of the Chairman of the AGM
3. Drawing up and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to check and sign the Minutes
6. Decision as to whether the AGM has been duly convened
7. Address by the CEO Stefan Ström
8. Presentation of the Annual Accounts, the Audit Report the Consolidated Accounts and the Consolidated Audit Report
9. Resolutions regarding
  - a. Adoption of the Income Statements and Balance Sheets of the Parent Company and the Group,
  - b. appropriation of the Company's profits according to the adopted balance sheet and decision on the record date for dividends, and
  - c. discharge from liability for the members of the Board of Directors and the CEO
10. Decision regarding the number of Board members and deputies
11. Decision regarding fees to be paid to the Board of Directors and Auditors
12. Election of Board members and the Board Chairman
13. Appointment of the Nominations Committee
14. Approval of the Board's proposed guidelines for remuneration and other terms employment of senior executives
15. Proposed resolution regarding authorization for the Board to issue class B shares
16. Proposed resolution regarding authorization for the repurchase of treasury shares
17. Proposed resolution regarding the sale of WebControl Sweden AB
18. Other business to be transacted by the AGM according to the Swedish Companies Act (2005:551) or the Articles of Association
19. Adjournment of the Meeting

### Appropriation of earnings (item 9 b)

The Board of Directors proposes that the earnings at the disposal of the Annual General Meeting according to the adopted balance sheet, amounting to SEK 111,081,278, be disposed of so that the stockholders receive a regular dividend of SEK 0.20 and an extra dividend of SEK 0.10, or a total of SEK 35,065,684, for the fiscal year 2006. The proposed record date is 8 May 2007.

### **Election of board members, etc. (items 10-12)**

The Nominations Committee proposes that the Board for the period until the next AGM consist of four regular members and no deputies. It is furthermore proposed that fees of SEK 100,000 be paid to each of the Board members not employed in the Group. It is proposed that fees to the auditors be paid according to approved account.

As members of the Board, the Nominations Committee proposes re-election of Stefan Skarin, Trygve Angell, Alexander Oker-Blom and Lisbeth Gustafsson. Stefan Skarin is proposed as Working Chairman.

### **Appointment of the Nominations Committee (item 13)**

As the Nominations Committee ahead of the 2008 AGM, it is proposed that Alexander Oker-Blom, (Alted), Ulf Strömsten (Catella) and the Chairman Stefan Skarin be re-elected.

### **The Board's proposed guidelines for remuneration and other terms employment of senior executives (item 14)**

The Board of Directors proposes that AGM adopt the principles for remuneration of senior executives in the Company according to the following. The Board's proposal essentially corresponds to the previously applied guidelines for remuneration of the Company's senior executives. The principles apply to employment contracts entered into following the decision of the AGM and in such cases where changes are made in the existing terms after this date. Senior executives include the CEO and the CFO. In these guidelines, the Board has also chosen to include the Presidents of the six subsidiaries. The guidelines also include compensation (aside from Board fees) to the Company's Working Chairman for his duties as an employee of the Parent Company. The Board has appointed a Remuneration Committee to prepare and present recommendations for remuneration and other terms of employment of senior executives.

#### ***Motivation***

Nocom strives to offer a total compensation package for the CEO, senior executives and other employees that is market-based and competitive. Remuneration to senior executives shall consist of fixed salary, variable salary, a long-term incentive scheme, pension and other customary benefits.

#### ***Fixed salary***

Fixed salary shall be set according to market-based principles and shall take into account the individual's role, performance, results and responsibilities. As a main rule, fixed salary is reassessed on a yearly basis. That part of salary which consists of healthcare, fitness, company car and meal benefits, etc., is assigned a monetary value and comprises part of fixed salary.

#### ***Variable salary***

Variable salary shall take into account the individual's responsibilities and powers. Variable salary is payable on the attainment of annual performance targets related to the Company's profit and sales and individual "soft" goals. The amount of variable salary is determined by the number of established goals met by the individual. The maximum amount of variable salary may not exceed 50 percent of fixed salary for the CEO and 30 percent of fixed salary for other senior executives and subsidiary presidents. The Board Chairman receives no variable salary. In addition, the Board shall be authorized, on a discretionary basis, to award senior executives or subsidiary presidents variable salary in excess of the above-mentioned amount when deemed appropriate by the Board. Such variable salary may not exceed 50 percent of fixed salary.

#### ***Share options program***

In June 2006 Nocom implemented a share-based incentive scheme to be offered to the Company's senior executives in order to strengthen this group's long-term interest in and commitment to the Company. The incentive scheme consists of a series of subscription warrants that have been acquired by other senior executives and other employees on market-based terms.

On a yearly basis, the Board shall evaluate whether additional share-related or share price-related long-term incentive schemes should be proposed to the AGM. The Board does not intend to propose any such scheme to the 2007 AGM.

### ***Pension***

The Board Chairman and CEO are covered by a pension plan with a cost that is comparable to that for the ITP plan, but with a retirement age of 60 years that makes the premium higher than would be the case with a retirement age of 65 years. Other senior executives are covered by a pension plan with a cost that is comparable to that for the ITP plan.

### ***Other terms of employment***

Employment may be terminated with a notice period of between three and six months. Monthly salary shall be paid during the entire notice period. In the event of termination on the part of the Company, the CEO is entitled to a notice period of twelve months and termination benefits for a maximum of six months. In the event of termination on the part of the CEO, the CEO is entitled to a notice period of six months. Aside from the above, senior executives are covered by no other agreements for additional termination benefits.

### ***Consulting fees to board members***

In cases where members of the Board perform services other than customary duties of the Board, the Board may under special circumstances award additional compensation in the form of consulting fees.

### ***Deviation from guidelines***

The Board of Directors has the right to deviate from the above guidelines if the Board deems that there is special reason to do so in an individual case.

## **Authorization for rights issue (item 15)**

The Board of Directors proposes that the AGM authorize the Board, during the period until the next AGM, to decide on a preferential rights issue of class B shares, and, with exclusion of the stockholders' pre-emptive rights, to decide on the issuance of a maximum of 8,500,000 class B shares in exchange for cash payment and/or in the form of capital contributed in kind or through set-off of claims against the Company or otherwise according to specific conditions. The issue of 8,500,000 new class B shares would have a dilutive effect equal to approximately 7 percent of both the votes and share capital in the Company.

The motive for exclusion of pre-emptive rights is to provide opportunity for the Company to more cost-effectively issue shares in connection with acquisitions, for example to finance cash payment of the acquisition price. In the event of new shares issues with exclusion of the stockholders' pre-emptive rights, the issue price shall be determined according to market-based principles.

## **Repurchase of treasury shares (item 16)**

The Board of Directors proposes that the AGM authorize the Board, on one or several occasions during the period until the next AGM, to repurchase a maximum number of shares whereby the holding of treasury shares at no time exceeds 10 per cent of all registered shares in the Company. The shares shall be repurchased on the Stockholm Stock Exchange within the registered share price interval at any given time, defined as the interval between the highest bid price and the lowest ask price. The motive for the authorization is to give the Board greater freedom of action in optimising the Company's capital structure.

The Board of Directors proposes that the AGM approve the transfer of all shares in WebControl Sweden AB to the company's President Tobias Svensson as prescribed in Chapter 16 of the Swedish Companies Act.

## **Other**

For valid decision on items 15 and 16 above, the resolutions must be supported by stockholders represented at the AGM. For valid decision on item 17 above, the resolution must be supported by stockholders representing at least 9/10 of both the number of votes exercised and the number of

shares represented at the AGM. The annual report and audit report for the fiscal year 2006 and the Board of Directors complete proposals according to the above will be available at the Company's office and on the corporate website [www.nocom.se](http://www.nocom.se) as of April 19, 2007, and will be sent to all stockholders who so request.

*Stockholm, April 2007*

**Nocom AB (publ)**  
*The Board of Directors*