



NOTICE OF ANNUAL GENERAL MEETING

Shareholders in AddNode Aktiebolag (publ) are hereby invited to attend the Annual General Meeting at 1:30 p.m. on Tuesday, April 28, 2009, at Bonnier Conference Centre, Torsgatan 21, Stockholm. Doors will open at 1:00 p.m.

REGISTRATION

Shareholders who wish to participate in the Annual General Meeting must be listed in the register of shareholders maintained by Euroclear Sweden AB (formerly VPC AB), not later than Wednesday, April 22, 2009, and inform the company of their intention to attend not later than Wednesday, April 22, 2009, at 3:00 p.m. CET, by post to Addnode AB, "Årsstämma," Hudiksvallsgatan 4, SE-113 30 Stockholm, Sweden, by telephone +46 (0)8-506 66 210, or by e-mail to lena.ottesen@addnode.com.

Registration must include the shareholder's name, personal registration number/corporate registration number, address and telephone number, as well as the number of any accompanying advisors (not more than two). Shareholder representatives and representatives of legal entities are requested to submit authorization documentation prior to the General Meeting. Power of attorney forms are available on Addnode's website, www.addnode.com.

Shareholders whose shares are nominee-registered must temporarily register their shares with Euroclear Sweden in their own name to be entitled to participate in the Annual General Meeting. Such re-registration, also referred to as registration of entitlement to vote, must be made not later than Wednesday, April 22, 2009, which means that shareholders must notify their nominee of such registration well in advance of that date.

PROPOSED AGENDA FOR MEETING

The Board's proposed agenda is as follows:

- 1 The meeting is opened.
- 2 Election of Meeting Chairman (see below).
- 3 Preparation and approval of voting list.
- 4 Approval of the Agenda.
- 5 Election of one or more minutes-checkers.
- 6 Determination of whether the Meeting has been duly convened.
- 7 President's presentation of operations.
- 8 Presentation of the annual accounts and the auditors' reports for the Parent Company and the Group for fiscal 2008.
- 9 Decision regarding the adoption of the income statement and balance sheet and the consolidated income statement and balance sheet for fiscal 2008.
- 10 Decision regarding the disposition to be made of the Company's profits in accordance with the adopted balance sheet and the record date for dividend (see below).
- 11 Decision regarding the discharge of the members of the Board of Directors and of the President from personal liability.
- 12 Report on the Nomination Committee's work.
- 13 Decision regarding number of Board members and alternates (see below).
- 14 Decision regarding remuneration to Board members and auditors (see below).
- 15 Election of Board and Chairman of the Board (see below).
- 16 Decision regarding Board proposals for remuneration principles and other employment terms for Group Management (see below).
- 17 The Board's proposal for a resolution regarding authorization for the Board to make decisions concerning the acquisition and transfer of the company's own shares (see below).
- 18 The Board's proposal regarding authorization for the Board to make decisions as to the

- issue of new shares or the issue of share warrants or convertibles (see below).
- 19 The Board's proposal for a resolution regarding amendments to the Articles of Association (company and time and format for notice of Annual General Meeting).
- 20 Decision on Nomination Committee.
- 21 Closing of the meeting.

PROPOSED RESOLUTIONS

Item 10 - Proposal for appropriation of the Company's profits according to the adopted balance sheet and record date for dividend

The Board proposes a dividend of SEK 1.50 per share and Monday, May 4, 2009 as the record date for the dividend. With this as the record date, Euroclear Sweden expects to pay out the dividend on Thursday, May 7, 2009.

Item 2, 13-15 – Election of Meeting Chairman, determination of the number of Board members and alternates, resolution on remuneration to Board members and auditors, and election of Board and Chairman of the Board

Members of the Nomination Committee included Gunnar Hesse, Director (Chairman of the Nomination Committee), Jonas Gejer, Vice President and Director for Sales & Marketing, Technia, Johan Petrini, Consultant, Technia and Mats Åkersson, Management Consultant. In addition, the Chairman of the Board Per Hallerby was a member of the Nomination Committee.

The proposals of the Nomination Committee to the Annual General Meeting are as follows:

- Per Hallerby to be elected as Chairman of the Meeting.
- Seven Board members and no alternates to be elected.
- Fees to the Board, for the period until the conclusion of the next Annual General Meeting, to be paid in the unchanged amounts of SEK 200,000 to the Chairman and SEK 100,000 to each of the other Board members elected by the Annual General Meeting, and remuneration may be paid on account for special undertakings by Board members in their respective fields of expertise (consultancy services, etc.), provided that such undertakings have previously been approved by the Chairman or by two Board members. No fees shall be paid for work on Board Committees.
- Fees to auditors be paid in reasonable amounts on account.
- Per Hallerby, Lars Save, Jonas Fredriksson and Thord Wilkne to be re-elected as Board members. Mats Olin and Christer Härkönen have declined re-election. Ylva Berg resigned from the Board in March 2009 in connection with her assuming the position of Business Area Manager for Product Lifecycle Management.
- Gunnar Hesse, Sigrun Hjelmquist and Christina Lindstedt to be elected as new Board members.

Sigrun Hjelmquist, born in 1956, is a Graduate Engineer and a Licentiate in Technical Physics. Sigrun Hjelmquist is the Chairman of Sight Executive Group AB and Almi Invest Östra Mellansverige as well as a Board member of E.ON Sverige AB, RAE Systems Inc, USA, AudioDev AB, IFL & HHS Holding AB, Symsoft AB, Seamless Distribution AB, Micronic Laser Systems AB, Silex Microsystems AB and Atea ASA. Previous positions include Investment Manager and one of the founders of BrainHeart Capital AB, 2000-2005, President of Ericsson Components AB, 1998-2000.

Gunnar Hesse, born in 1946, was President of Unisys Norden until 2007 and has conducted his own consulting operations since then. Gunnar Hesse is a Graduate Engineer from the

Royal Institute of Technology and has international experience from senior positions within the IT industry and experience from prior Board assignments including StyrelseAkademien Stockholm. Present Board assignments include TomoTherapy Sweden AB and American Chamber of Commerce in Sweden.

Christina Lindstedt, born in 1968, is a graduate in Economics and Business Administration and has held senior positions within Electrolux since 1997 including Business Area Manager for various products. Christina Lindstedt is currently President of New Business Areas, AB Electrolux, responsible for securing and implementing new business possibilities.

- Per Hallerby to be elected Chairman of the Board.

A motivation statement pertaining to the Nomination Committee's proposals to the Board is available on the company's website, www.addnode.com.

At the 2007 Annual General Meeting, the reelection took place of the registered firm of auditors PricewaterhouseCoopers AB as auditors for a period of four years until the close of the Annual General Meeting in 2011, with the appointment of Authorized Public Accountant Hans Jönsson as Auditor in Charge until further notice. Accordingly, no election of auditors will take place at the 2009 Annual General Meeting.

Item 16 – Board proposals for remuneration principles and other employment terms for Group Management.

The Board proposes that the 2009 Annual General Meeting resolves in accordance with the proposal below regarding remuneration principles and other employment terms for Group Management.

The fixed salary shall be competitive and ensure that Addnode can recruit competent managers. The fixed salary shall be reevaluated on a yearly basis and shall take the individual's qualitative performance into consideration. A variable salary can be paid in addition to the fixed salary. Variable salary shall be in the form of a cash payment and shall be based on results achieved and/or individually established and specific goals. For the CEO, the variable salary shall be based on results achieved by the Group. The variable salary may not exceed 12 monthly salaries. For other members of Group Management, the variable salary may not exceed six monthly salaries and shall be largely based on the results of the business area for which the executive is responsible. Pensions shall always be premium-based to create predictability with regard to the company's future commitments. Pension premiums shall be paid in accordance with the ITP plan or a plan corresponding to the ITP plan with a premium that may not exceed 30 percent of the current fixed annual salary. Other remuneration and benefits shall be on market terms and contribute to facilitating the executive's ability to complete his/her work assignments. Other benefits mainly refer to a company car.

The employment contracts of Group Management include terms regulating termination of employment. According to these agreements, employment can be terminated on the request of one party, with a term of notice of six months. During the term of notice, the payment of salaries, remuneration and benefits shall be unchanged. There are prior terms for termination of employment and remuneration of 12 months for two senior executives.

The principles shall apply to employment contracts entered into after the Annual General Meeting and for any amendments to existing terms.

The Board may deviate from these guidelines in certain individual cases for which there is justification.

Item 17 – Authorization for the Board to make decisions concerning the acquisitions and transfer of the company's own shares

The Board proposes that the Annual General Meeting authorize the Board to make decisions, on one or several occasions prior to the next Annual General Meeting, to acquire a maximum number of Series B shares so that the company's holding following the acquisition does not exceed 10 percent of all the shares in the company at any time. The buyback shall be conducted on the NASDAQ OMX Stockholm AB at a price that is within the registered interval for the share price prevailing at any time (the so-called spread), that is, the interval between the highest buying rate and the lowest selling rate and, where applicable, taking into account the rules that exist in the Company's listing agreement with the NASDAQ OMX Stockholm AB at any time. The purpose of the any buyback of own shares is primarily to adapt the company's capital structure to the company's capital requirements and, where appropriate, to be able to transfer shares in conjunction with financing of company acquisitions and other types of strategic investments.

Furthermore, the Board proposes that the Annual General Meeting authorize the Board to make decisions, on one or several occasions, prior to the next Annual General Meeting, to transfer Series B shares in the company to a third party. The number of shares transferred may not exceed the total number of shares held by the company at any time. Transfer may be conducted on or outside the NASDAQ OMX Stockholm AB and includes the right to deviate from the preferential rights of shareholders. The transfer of shares on the NASDAQ OMX Stockholm AB shall be conducted at a price within the registered price interval at any time. The transfer of shares outside the OMX Nordic Exchange Stockholm shall be made at a price in cash or value in property received that corresponds to the share price at the point in time of the transfer of the Addnode shares that are transferred with the deviation that the Board deems appropriate. The reason for permitting the Board to deviate from the preferential rights of shareholders is to enable financing of potential company acquisitions and other types of strategic investments in a cost-efficient manner. For a valid decision under this item, the Meeting's decision must be supported by shareholders representing at least two thirds of both the voting rights and the shares represented at the Annual General Meeting.

Item 18 - Authorization for the Board to make decisions on the issue of new shares or the issue of share warrants or convertibles

The Board proposes that the Annual General Meeting authorize the Board to make decisions, on one or several occasions, prior to the next Annual General Meeting, with or without deviation from the preferential rights of shareholders, regarding the issue of new shares or the issue of share warrants or convertibles. Through the resolution, with the support of a mandate, it shall be possible to increase the share capital by a total of not more than SEK 30,000,000 through the issue of a total of not more than 2,500,000 new shares at full subscription, full exercise of share warrants and full conversion, respectively. The mandate shall also encompass the right to decide on a new share issue or the issue of share warrants or convertibles stipulating cash-in-kind payment or that shares shall be subscribed for with right of set-off or otherwise with conditions stipulated in Chapter 13, section 7, Chapter 14, section 9 or Chapter 15 section 9 of the Swedish Companies Act. The reason for the deviation from the preferential rights of shareholders is to enable private placements for the implementation of acquisitions of all or parts of other companies or operations, or to acquire capital to use in such acquisitions. The basis for the issue rate shall be the share's market value. For a valid decision under this item, the Meeting's decision must be supported by shareholders representing at least two thirds of the votes cast and the shares represented at the Annual General Meeting.

Item 19 – Proposal for a resolution regarding amendments to the Articles of Association (company and time and format for notice of Annual General Meeting)

The Board proposes the following amendments to the Articles of Association:

- I. that Item 1 of the Articles of Association be amended from the previous wording: "*The company's name is AddNode Aktiebolag (publ). The company is a limited company,*" to the future wording: "*The company's name is Addnode Aktiebolag (publ). The company is a limited company.*"
- II. that Item 9 of the Articles of Association, in the section pertaining to format for notice

of Annual General Meetings, be amended to the following wording: "*Notice to Annual General Meetings shall occur by announcement in the Post- och Inrikes Tidningar (Swedish Gazette) and on the company's website. That the Notice issued has been announced in Dagens Industri.*"

- III. that Item 9 of the Articles of Association, in the section pertaining to the date relating to the notice of Annual General Meetings shall be removed from the Articles of Association, meaning that the regulations about date for notice to annual general meetings of the Swedish Companies Act (2005:551) shall apply.

The Board proposes that the resolution by the Annual General Meeting pertaining to the amendments to the Articles of Association according to II. and III above shall be on condition that the amendments to the Articles of Association relating to the format and date for notice of Annual General Meetings have come into effect, meaning that the proposed wording under II and/or III are in agreement with the Swedish Companies Act.

Item 20 – Nomination Committee

The Nomination Committee proposes that the Annual General Meeting resolve to commission the Chairman of the Board to contact four largest owner-registered shareholders in terms of voting rights in the Euroclear Sweden's printed share register as per August 31, 2009, each of which appoints one representative who is not a member of the company's Board of Directors to serve as a member of the Nomination Committee, along with the Board Chairman, until a new Nomination Committee is appointed by mandate of the next Annual General Meeting. The Chairman of the Board shall appoint one representative for minority shareholders to be a member of the Nomination Committee. The Chairman of the Nomination Committee shall represent the largest shareholder in terms of voting rights. The composition of the Nomination Committee shall be announced not later than six months before the 2010 Annual General Meeting. No fees are paid to members of the Nomination Committee. If a member departs from the Nomination Committee before completing his or her assignment, and if the Nomination Committee believes there is a need to replace this member, the replacement will be appointed by the same shareholder that appointed the departing member. In the event that a significant change occurs in the ownership structure after the Nomination Committee has been appointed, the composition of the Nomination Committee shall also be changed accordingly, if the Nomination Committee believes this is necessary. Changes in the composition of the Nomination Committee shall be immediately announced. The task of the Nomination Committee is, prior to the Annual General Meeting, to present proposals regarding the number of Board members to be elected by the Meeting, Board fees, auditors' fees, any remuneration for committee work, composition of the Board, Chairman of the Board, Nomination Committee, Chairman of the Annual General Meeting and, where appropriate, the election of auditors.

SHARES AND VOTES

The number of shares in Addnode totals 23,645,408, of which 1,053,247 are Series A shares and 22,592,161 are series B shares, corresponding to a total of 33,124,631 votes. Series A shares carry ten votes and Series B shares carry one vote.

DOCUMENTATION PRIOR TO THE MEETING

The company's annual report and auditors' report relating to the 2008 fiscal year, the Board's statements of assurance pertaining to the proposed dividend in accordance with Chapter 18, Section 4 of the Companies Act and relating to the proposed authorization pertaining to acquisition of treasury shares according to Chapter 19, Section 22 of the Companies Act, the auditors' statement pertaining to the prior principles for remuneration to senior executives and the Board's complete proposals for decision under items 10, 16-19 above, will be available at the company from April 14, 2009. The above documents will also be sent to shareholders who have so requested and who have provided a postal address.

Stockholm, March 2009
Addnode AB (publ)
The Board of Directors