

**EXTRAORDINARY GENERAL MEETING IN  
GLOBAL IP SOLUTIONS (GIPS) HOLDING AB (PUBL)**

**The shareholders of Global IP Solutions (GIPS) Holding AB (publ) are hereby summoned to an Extraordinary General Meeting, to be held on Tuesday 18 March 2008, at 12:00 CET, at the premises of the Company, Magnus Ladulåsgatan 63B, Stockholm**

**Entitled to participate**

A shareholder who wishes to participate in the General Meeting shall

- notify DnB NOR no later than on 10 March 2008 at noon (applicable for shares registered in the Norwegian VPS system);
- be included in the share register managed by VPC AB on 12 March 2008; and
- notify the Company no later than on 14 February 2008 at noon that the shareholder intends to attend the General Meeting.

**Please note that both registration in the Swedish VPC system as well as notification to the Company are required actions in order to become entitled to vote at the General Meeting!**

*Shares registered in Norway (shares registered in VPS)*

A shareholder who has its shares registered with the Norwegian VPS shall notify DnB NOR Bank ASA no later than on Monday 10 March 2008 at noon that the shareholder wishes to be registered to vote at the General Meeting. Such notification shall contain data on the shareholder's name, address, birth date or corporate registration number, and number of shares. The notification shall be sent by facsimile to DnB NOR Bank ASA, Attention Kjetil Giil Berg, Verdipapirservice, Fax No. +47 22 94 90 20. DnB NOR Bank ASA will thereafter manage the registration of the shareholder in the Swedish VPC system. The shareholder must also notify the Company in accordance with what is stipulated under the headline "All shareholders", below.

*Shares registered in Sweden (not VPS registered shares)*

In order to be entitled to participate at the General Meeting, a shareholder must be included in his own name in the printout of the shareholders' register that is produced by VPC indicating the status on the record date, Wednesday 12 March 2008. A shareholder who has had its shares registered in the name of an authorised agent through a bank or securities institution (for instance on a nominee or depot account) must instruct its broker to temporarily register the shares in the shareholder's own name. A request to the broker for such registration must be made well before 12 March 2008. The shareholder must also notify the Company in accordance with what is stipulated under the headline "All shareholders", below.

*All shareholders*

The shareholders who wish to attend the General Meeting shall furthermore notify the Company no later than on Friday 14 March 2008 at noon, at address Global IP Sound AB, attention Helena Kvapil, Magnus Ladulåsgatan 63B, 118 27 Stockholm, or by facsimile on number +46 8 54 55 30 49, or by e-mail to [helena.kvapil@gipscorp.com](mailto:helena.kvapil@gipscorp.com). In the notification, the shareholder shall state its name and the number of shares held. A certificate of registration showing the persons authorised to represent the shareholder, as well as any power of attorney to represent the shareholder if applicable, shall be enclosed to the notification to the Company. The Power of attorney shall be signed and dated and must be less than one year old on the day of the general meeting.

## **Proposed Agenda**

1. Appointing the chairman of the meeting.
2. Preparation and approval of the list of voters.
3. Approval of the agenda.
4. Election of one or two persons to approve the minutes.
5. Determination as to whether the General Meeting has been duly convened.
6. Resolution on Rights Offering (proposal, see item A below)
7. Resolution to issue shares against non-cash consideration (proposal, see item B below)
8. Approval of amendments to the Stock Option Plan as well as issue of warrants to subscribe for new shares (proposal, see item C below).
9. Resolution to issue warrants to subscribe for new shares (proposal, see item D below)
10. Other matters.
11. Closing of the meeting.

### **A. Approval of Rights Offering (item 6 above)**

On 28 February 2008, the Board resolved, conditional upon approval by the general meeting of shareholders, to issue not more than 12,950,000 shares with pre-emption rights to subscription for existing shareholders. The new shares, with a par value of SEK 0.10 per share, are issued at a subscription price of NOK 4. The record date for determining the pre-emption right for subscription of shares shall be 26 March 2008. The shareholders of the Company shall receive subscription rights that will entitle the holder to subscribe for shares in proportion to current holdings. Shares that are not subscribed for by use of subscription rights shall be allotted pro rata amongst those shareholders who have oversubscribed in the shares issue and have exercised received subscription rights. Any remaining shares shall be allotted to participants in any underwriting consortium according to the allocation under such agreement. Subscription of new shares by use of subscription rights shall take place until 14 April 2008. The Board shall be entitled to prolong the subscription period, however not longer than to 5 May 2008. The Board also proposes that the general meeting shall approve a guarantee consortium for the Rights Offering, sought to be established among those shareholders who hold at least 500,000 shares in the Company. The participants will be disclosed as soon as the consortium is established.

### **B. Resolution to issue shares against non-cash consideration (item 7 above)**

The Board proposes that the general meeting should resolve to issue not more than 553,162 shares on mainly the following terms. Persons, who hold shares in the subsidiary Global IP Solutions Inc., shall be entitled to subscribe for the shares, disregarding the shareholders' right of first refusal. Payment for each new share shall be made by a contribution in kind of shares in Global IP Solutions Inc, whereby the contribution of 1 share in Global IP Solutions Inc shall entitle to subscription of 1.01211 shares in the Company, rounded off to the closest amount of whole shares. The subscription price is based on a calculated market value for the shares in the respective company based on the average price during ten consecutive trading days through January 2, 2008 as well as differences in assets and the number of shares in the respective company. If all new shares are subscribed for, the Company will receive 546,542 shares in Global IP Solutions Inc., whereby it will become a wholly-owned subsidiary.

### **C. Approval of amendments to the Stock Option Plan as well as issue of warrants to subscribe for new shares (item 8 above)**

The Board proposes that the general meeting shall approve amendments to the GIPS group's stock option plan for employees. The main purpose with the amendments is that the options shall entitle to acquisition of shares in the parent company rather than in the subsidiary Global IP Solutions, Inc. The employees have been offered to amend the terms for their currently granted

options, based on a conversion ratio between the options under the current terms and the options under the amended terms from the basis that the value of the options shall remain unchanged. It is proposed to convert the exercise price of the granted options from US Dollars to Norwegian kroner. A conversion ratio has been calculated, such that 1 option under the current terms corresponds to 1.03846 options after conversion under the amended Plan. The conversion ratio is based on differences in value between the two companies as of January 2, 2008, also considering the exchange rate between US Dollars and Norwegian kroner. It is also proposed that the number of stock options that can be granted under the plan should be amended to 4,500,000. After the conversion, approximately 4,000,000 options will be granted under the plan. There are some proposed editorial changes to the plan.

The Board furthermore proposes that the general meeting shall resolve that the Company shall issue 4,500,000 warrants to subscribe for new shares. The warrants, which should be referred to as series 2008/2018, shall each give the right to subscribe for one new share in Global IP Solutions (GIPS) Holding AB (publ) during the period from and including April 1, 2008 through December 31, 2018. No premium shall be paid for the right to receive the warrants. If all warrants are exercised, the share capital will be increased by SEK 450,000. The subsidiary Global IP Solutions, Inc. shall be entitled to subscribe, with deviation from the right of first refusal of the shareholders. The purpose of the issue and the reason for deviating from the right of first refusal of the shareholders is that the warrants shall be used with the purpose of enabling the GIPS group to fulfil its obligations in connection with the GIPS group's stock option plan. The warrants may inter alia be transferred to employees or former employees within the GIPS group, without receipt of consideration. The purpose of the transfer shall be that the GIPS group thereby shall be able to fulfil its obligations in connection with exercise of stock options granted by companies within the GIPS group.

**D. Resolution to issue warrants to subscribe for new shares (item 9 above)**

The Board proposes that the general meeting shall resolve that the Company shall issue 2,706,946 warrants to subscribe for new shares. The warrants, which should be referred to as series 2008/2015, shall each give the right to subscribe for one new share in Global IP Solutions (GIPS) Holding AB (publ) during the period from and including June 1, 2008 through December 31, 2015. If all warrants are exercised, the share capital will be increased by SEK 270,694.60. No premium shall be paid for the right to subscribe for the warrants. The subsidiary Global IP Solutions, Inc. shall be entitled to subscribe for the warrants, with deviation from the right of first refusal of the shareholders. The purpose of the issue and the reason for deviating from the right of first refusal of the shareholders is that the warrants shall be used to enable Global IP Solutions, Inc. to fulfil its obligations under the Restricted Stock Agreement that Global IP Solutions, Inc. is intending to enter into with the new Chief Executive Officer of the company. The subscription price for the shares subscribed for by use of the warrants shall be determined in NOK as the average price of the Company's share on the Norwegian OTC list for ten consecutive trading days ending on March 31, 2008. The warrants may be transferred without receipt of consideration to the person who will become the new Chief Executive Officer. Transfer may be executed upon request from that new CEO and the shares that are subscribed for by use of the warrants shall be subject to transfer restrictions and other restrictions under a period of time in accordance with the terms in the Stock Restriction Agreement that Global IP Solutions, Inc. is contemplating to enter into with the new CEO

**Miscellaneous**

The Board's complete proposals for resolutions and other supplementary documentation will be held available at the Company's premises at Magnus Ladulåsgatan 63B, Stockholm as of 4 March 2008 and will be distributed to the shareholders who so request.

Stockholm in March 2008

**Global IP Solutions (GIPS) Holding AB (publ)**  
**The Board of Directors**