

TELECA AB (publ), 556250-3515

Articles of Association

1. Name

The name of the company is Teleca AB. The company is a public company (publ).

2. Seat

The Board shall have its seat in the municipality of Malmö.

3. Field of Business

The field of business of the company shall be to, directly or indirectly through subsidiaries, conduct consulting business primarily relating to development of software as well as other business associated therewith.

4. Share capital

The share capital shall be no less than SEK 50,004,000 and no more than SEK 200,016,000.

5. Shares

The number of shares shall be no less than 27,780,000 and no more than 111,120,000.

Shares may be issued in two series, A-shares and B-shares. Each A-share shall carry ten votes and each B-share shall carry one vote. In other respects, all shares shall have equal participation rights in the company's assets and profit.

A-shares may be issued at as large a number that they constitute at most 100/100 of the entire number of shares in the company. B-shares may be issued at as large a number that they constitute at most 100/100 of the entire number of shares in the company.

In the event the company resolves to issue new A-shares and B-shares against payment in cash or against set-off, then the owners of A-shares and B-shares, respectively, shall have a preferential right to subscribe for new shares of the same type in proportion to the number of shares previously held (primary preferential right). Shares, which are not subscribed based upon primary preferential rights, shall be offered to all shareholders (secondary preferential right). If not all of the shares subscribed under the terms of the latter offer can be distributed, then the shares shall be apportioned among the subscribers in proportion to the number of

shares previously held and, to the extent this is not possible, shall be apportioned by the drawing of lots.

In the event the company resolves to issue new shares against payment in cash or against set-off, when either A-shares or B-shares are issued, all shareholders, whether they hold A-shares or B-shares, shall have a preferential right to subscribe for new shares in proportion to the number of shares previously held.

In the event the company resolves to issue warrants or convertibles through a cash issue or through a set-off issue, the shareholders shall have a preferential right to subscribe for warrants as if the issue was in respect of those shares that may be subscribed for by exercising the warrants and to subscribe for convertibles as if the issue was in respect of those shares to which the convertibles may be converted.

The provisions in the preceding paragraphs shall not constitute a bar to the General Meeting adopting a resolution on a new issue of shares against payment in cash or against set-off deviating from the preferential rights of the shareholders.

In a bonus issue of shares, new shares of each type shall be issued in relation to the number of shares of that type already in existence. In such instance, the old shares shall carry a preferential right to new shares of the same type. However, the provisions of this paragraph shall not constitute a bar to the General Meeting adopting a resolution on a bonus issue of a new type of share, subject to the prior amendment of these Articles of Association.

A holder of A-shares shall have the right, within the limit of the number of B-shares that the company may issue, to convert one or more of his/hers A-shares into the same number of B-shares. The shareholder shall submit his request to convert shares to the company's board of directors. Therein, the shareholder shall state the number of shares to be converted. The conversion shall be reported by the board of directors without delay for registration.

6. Board of Directors and Auditors

6.1 Board of Directors

The board of directors shall consist of not less than three and not more than eight directors with not more than two deputies.

6.2 Auditors

The company shall have one or two auditors with up to two deputy auditors. Only an authorised public accountant or a registered public accounting firm may be elected as an auditor.

7. Notices

Notices convening Annual General Meetings and notices convening Extraordinary General Meetings where a proposal to amend the Articles of Association will be

dealt with shall be given at the earliest six weeks and at the latest four weeks before the Meeting. Notices convening other Extraordinary General Meetings shall be given at the earliest six weeks and at the latest two weeks before the Meeting.

Notices shall be given by announcement in “Post- och Inrikes Tidningar” and in “Dagens Industri”.

Shareholders wishing to participate in a General Meeting must inform the company thereof not later than 16.00 on the day specified in the notice convening the Meeting. This day may not be a Sunday, nor may it be any other public holiday, a Saturday, Midsummer Eve, Christmas Eve or New Year’s Eve and it must not be earlier than the fifth business day before the General Meeting.

A shareholder attending a General Meeting may be accompanied by up to two advisers, if the shareholder has informed the company - pursuant to the preceding paragraph - on the number of advisers.

8. Annual General Meeting

One Annual General Meeting shall be held every year, at which the following matters shall be dealt with:

1. Election of the chairman of the Meeting;
2. Preparation and approval of a voting list;
3. Approval of the agenda for the Meeting;
4. Election of one or two persons to verify the Minutes of the Meeting;
5. Establishing that the Meeting has been duly convened;
6. Presentation of the annual report and the auditors’ report and, where applicable, the consolidated financial statements and the auditors’ report on the consolidated financial statements;
7. Resolutions
 - a) on the adoption of the income statement and the balance sheet and, where applicable, the consolidated income statement and the consolidated balance sheet;
 - b) on the disposition of the company's profit or loss in accordance with the balance sheet adopted;
 - c) on discharge from liability for the directors and the managing director;
8. Determination of fees for the board of directors and the auditors;
9. Establishing the number of directors and deputy directors and, when applicable, auditors and deputy auditors;
10. Election of directors and deputy directors and, when applicable, auditors and deputy auditors;
11. Any other matter which, pursuant to the Swedish Companies Act or the Articles of Association must be dealt with at the Meeting.

General Meetings may be held in Malmö, Stockholm or Göteborg.

9. Financial year

The financial year shall be January 1 – December 31.

10. VPC

The Company's shares shall be registered in a register pursuant to the Swedish Financial Instruments Accounts Act (1998:1479).

These Articles of Association were adopted at the Annual General Meeting on 24 April 2006.