

**Complete proposals to be submitted for approval at
the Annual General Meeting of Netop Solutions A/S**

to be held on Thursday, 30 April 2009 at 14.00

Re 3: The Board of Directors proposes that no dividend be paid in respect of the 2008 financial year.

Re 6: The Board of Directors proposes that the shareholders renew the authority granted to the Board of Directors at the annual general meeting held in 2008 to purchase shares in the company. The proposal reads as follows:

“The Board of Directors shall be authorised to acquire shares in the company up to a nominal value of 10% of the company’s issued share capital, cf. section 48 of the Danish Public Companies Act. The authorisation shall be valid until the next annual general meeting.

The consideration for acquisition of shares in the company shall not deviate by more than 10% from the buying price quoted by the Copenhagen Stock Exchange at the time of purchase. The buying price quoted by the Copenhagen Stock Exchange shall be understood to be the closing price – all trades as at 17.00.”

At the date of this notice to convene the Annual General Meeting, the share capital of Netop Solutions A/S amounted to a nominal value of DKK 21,045,540 consisting of 4,209,108 shares with a nominal value of DKK 5 each. Each share with a nominal amount of DKK 5 carries one vote.

The bank appointed by the company through which shareholders may exercise their financial rights is Danske Bank.

All shareholders having obtained an admission card not later than on Monday, 27 April 2009 are entitled to attend the Annual General Meeting. Admission cards may be requested from the website of VP Investor Services at www.vp.dk/GF or from the company’s website, www.netop.com, from Wednesday, 8 April 2009 until Monday, 27 April 2009, both days inclusive.

Copenhagen, 7 April 2009

The Board of Directors of Netop Solutions A/S