

# Notice of extraordinary general meeting

The shareholders of Netlight Consulting AB (publ) with Reg. No. 556575-6227 (hereinafter "Netlight") are welcome to attend the extra ordinary general meeting, which takes place at 08:00 on October 23, 2017 at Netlight's premises at Birger Jarlsgatan 7, Stockholm. Entry and registration of the meeting will begin at 07:30.

## Registration

Shareholders who wish to attend the meeting shall:

- Be entered in the register kept by Euroclear Sweden AB at the record date of October 17, 2017; och
- according to chapter 7, 2 § part 2 in The Companies Act (2005:551), ABL, sign up to the company. The application can be mailed to Netlight Consulting AB (publ), Joakim Brunzell, Birger Jarlsgatan 7, 111 45 Stockholm or via email to [ir@netlight.com](mailto:ir@netlight.com). Registration must be made no later then October 17, 2017. After this day, it is not possible to register.

## Information in the notification

- Name of the shareholder; and
- Social security number (if it is instead a legal person, the registration number must be entered).

NOTE! Upon entering the EGM, the person who wishes to participate must present a valid identity document.

## Management-registered shares

In addition to registering, shareholders who have their shares registered through their bank or other trustees such as an AP fund, etc., must be temporarily registered in the shareholders' register in their own name (coting rights registration) in order to be entitled to attend the meeting after registration. In order for this registration to be entered in the share register at the record date on October 17, 2017, shareholders must request re-registration with the trustee in good time before this date. The shareholder is responsible for this. If no re-registration has been made before October 17, 2017, the shareholder will not be able to attend the Extraordinary General Meeting.

## Representatives and assistans

Shareholders who do not have the opportunity to attend personally at the Extraordinary General Meeting are entitled, according to chapter 7, 3 § ABL, to the right to register a proxy. In order for the representative to exercise the shareholder's right to attend the meeting, pursuant to chapter 7, 3 § part 2 ABL, a by the shareholders signed and dated power of attorney must be

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presented. The term of validity of the proxy may not exceed five years from the date of issue if specified in the authorization. The term of validity is valid for a maximum of one year from the date of issue if nothing else is said. If the power of attorney is issued by a legal person, a certified copy of the registration certificate (or similar authorization document) may be displayed.<sup>1</sup>

A shareholder or an agent owns in accordance with chapter 7. Section 5 right to bring no more than two assistants at the Extraordinary General Meeting. The assistance may comment at the meeting but does not own voting rights. If the shareholder can not attend himself and instead wishes to attend by proxy, the name and social security number of the representative must be stated in the notification.

## Documents

Accounting documents and audit reports (and copies thereof) are in accordance with the provisions of chapter 7, 25 § ABL, available at Birger Jarlsgatan 7, 111 45, Stockholm two weeks before the meeting. Copies of these documents may be sent free of charge to his/her postal address at the request of the shareholder. The papers will be presented at the meeting.

## Information

According to chapter 7, 32 § part 1 ABL, the Board of Directors and the Managing Director shall, at the request of a shareholder at the Extraordinary General Meeting, provide information about:

- Conditions that may affect the assessment of a matter on the agenda and
- Conditions that may affect the assessment of the company's financial situation.

Shareholders who wish to submit questions in advance can do so by letter to Netlight Consulting AB (publ), Birger Jarlsgatan 7, 111 45 Stckholm.

We would like to remind you that the right to information only applies if the Board believes that it can happen without material damage to the company.

## Shares and votes

The total number of shares in the company amounts to 621 477 256 per day of this notice. The share entails one vote and thus the total number of votes in Netlight per day for this notice amounts to 621 477 256.

## Draft agenda

1. Opening of the meeting.
2. Election of Chairman of the Meeting.
3. Establishment and approval of voting rights.
4. Approval of agenda.
5. Election of Adjustment Officers.
6. Examination of whether the meeting has been duly convened.

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<sup>1</sup> Please note that a shareholder who is represented by a proxy still has to sign up for the extraordinary general meeting as if the shareholder where to attend the extraordinary general meeting in person.

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7. Decision on directed share issue to employees, board members and the board's advisors.
8. Decision on extra dividends.
9. Closing of the meeting.

## Proposition for resolution

The following points are proposed for decision.

### Decision on directed share issue to employees, board members and the board's advisors (item 7)

NetLight Holding AB, Reg. No. 556874-1762, has proposed the Extraordinary General Meeting to resolve on an directed issue of new shares in accordance with the following terms.

1. The company's share capital shall be increased by not more than SEK 3 300, by issuing not more than 3 300 000 shares with a nominal value of SEK 0,001 per share.
2. The shares may, with disapplication of the shareholders preferential rights, be subscribed by employees and board representatives (both board members and advisors to the board), in person or through wholly owned companies, of the Company and its subsidiaries. A precedent condition is that the employee shall have started their permanent employment no later than October 30, 2017, and that the board representatives are active no later than October 30, 2017. Entitlement to subscription further requires that resignation from board assignments or termination of employment has not taken place before the end of the subscription period on November 13, 2017, the last day of the subscription period included. The persons entitled to subscription are divided into the following groups:

Level	Number of shares
A	620
AC	1 240
C	1 860
SRC	2 480
SM	3 720
M	8 680
SRM	11 160
P	38 750
OPE-4	11 160
OPE-3	3 720
OPE-2	2 480
OPE-1	1 240

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STY	38 750
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3. The subscription price shall be SEK 5,85 per share.
4. The shares shall be subscribed for during the period starting from October 30, 2017 until November 13, 2017.
5. Payment for the shares shall be made in cash no later than on November 13, 2017. Excess subscription can not be done.
6. The new shares shall entitle to dividends for the first time from and including the record date of dividend which occurs immediately after the shares have been registered with the Swedish Companies Registration Office.
7. The reason for disapplying the sharholders preferential rights are to enable employees and boardmembers to acquire ownership in Netlight. The basis for the subscription price is the share's market value according to an external valuation.
8. The board, or the person appointed by the board, shall be entitled to make the minor adjustments to this decision which may prove necessary in connection with the registration of the decision by the the Swedish Companies Registration Office or Euroclear Sweden AB.

For a valid decision as described above, the assistance of shareholders with at least nine tens of both the votes cast and the shares represented at the meeting is required.

### **Dividend (item 8)**

The board proposes that the extraordinary general meeting vote in favour of distribution of profits through a cash dividend in accordance with the following terms.

At the Annual General Meeting held on May 22, 2017, a dividend of SEK 170 906 245 was decided, whereafter SEK 68 103 375 was carried forward on a new account. The extra dividend shall be distributed so the shareholders receive SEK 68 362 498, a dividend of SEK 0,11 per share, wherafter the non-restricted equity amounts to SEK 740 877.

The board proposes that the record date for dividend is Friday, December 8, 2017. Payment by Euroclear Sweden AB is expected to take place on Wednesday, December 13, 2017, but no later than Thursday, December 14, 2017.

The board, or the person appointed by the board, shall be entitled to make the minor adjustments to this decision which may prove necessary in connection with the registration of the decision by the the Swedish Companies Registration Office or Euroclear Sweden AB.

### **Provision of documents**

Full resolutions and other documents to be subimitted to the extraordinary general meeting pursuant to the Companies Act will be made available at Netlight, no later than October 9, 2017, and sent free of charge by mail to the sharholders who request it and state their postal address.

*Stockholm in October 2017*

*Netlight Consulting AB (publ)*

*The Board*