

Notice of extraordinary general meeting

The shareholders of Netlight Consulting AB (publ) with reg. no. 556575-6227 (hereinafter "Netlight") are welcome to attend the Extraordinary General Meeting, which takes place at 09:00 on November 6, 2018 at Netlight's premises at Birger Jarlsgatan 7, Stockholm. Entry and registration of the meeting will begin at 08:30.

Registration

Shareholders who wish to attend the Extraordinary General Meeting *shall*:

Both be entered in the register kept by Euroclear Sweden AB at the record date of October 30, 2018;
and according to chapter 7, 2 § part 2 in The Companies Act (2005:551), "ABL", make a notification to Netlight to attend. The application shall be mailed to Netlight Consulting AB (publ), Jonathan Rosén, Birger Jarlsgatan 7, 111 45 Stockholm or via email to ir@netlight.com. Registration must be made as soon as possible, however no later than November 2, 2018. After this day, it is not possible to register.

Information in the notification

Shareholders shall, in their notice to attend, state their full name, personal identification number or company registration number, address, phone number and information about deputies, proxies and advisors, if applicable. The number of advisors may not exceed two. In order to facilitate entry to the Extrarodinary General Meeting, the notice to attend should, when appropriate, be accompanied by powers of attorney, registration of certificate and other authorization documents.

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

Shares registered in the name of a nominee

In addition to registering, shareholders who have their shares registered through their bank or through another authorized depository, such as an AP fund, etc., must be temporarily registered in the shareholders' register in their own name (voting rights registration) to be entitled to attend the Extraordinary General Meeting. For this registration to be entered in the share register at the record date on October 30, 2018, shareholders must request re-registration with the nominee well in advance of this day. The shareholder is responsible for this. If no re-registration has been made before October 30, 2018, the shareholder will not be able to attend the Extraordinary General Meeting.

Representatives and advisors

Shareholders who do not have the opportunity to attend the Extraordinary General Meeting personally are entitled, according to chapter 7, 3 § ABL, to register a proxy. In order for the representative to exercise the shareholder's right to attend the meeting, a power of attorney – dated and signed by the shareholder – must be presented pursuant to chapter 7, 3 § part 2 ABL. The term of validity, if specified, of the power of attorney may not exceed five years from the date of issue. The term of validity is a maximum of one year from the date of issue if nothing else is stated on the power of attorney. If the power of attorney is issued by a legal person, a certified copy of the registration certificate (or similar authorization document) shall be displayed.¹

A shareholder or an agent is, in accordance with chapter 7, part 5 ABL entitled to bring no more than two advisors to the Extraordinary General Meeting. The advisors may comment at the meeting but do not have voting rights. If the shareholder cannot attend in person and instead wishes to attend by proxy, the name and personal identification number of the representative must be stated in the notification.

Documents

Complete proposals for resolutions, statements, auditors' statements and other documents to be discussed at the Extraordinary General Meeting will be made available at Netlight's office (Birger Jarlsgatan 7 in Stockholm) no later than two weeks before the meeting. Copies of these documents may be sent free of charge to the specified postal address at the request of the shareholder. The documents will also be presented at the Extraordinary General 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.

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

We would like to remind you that the right to information only applies if the Board believes that the information may be provided without material harm to Netlight.

Shares and votes

At the time of issuing the notice to attend the Extraordinary General Meeting, the total number of shares in Netlight amount to 623 061 514. Each share entails one vote and thus the total number of votes in Netlight as per the day for this notice amounts to 623 061 514.

¹ Please note that a shareholder who is represented by a proxy still has to sign up for the Annual General Meeting as if the shareholder were to attend the Annual General Meeting in person.

Draft agenda

1. Opening of the meeting.
2. Election of the Chairman of the Meeting.
3. Establishment and approval of voting rights.
4. Approval of agenda.
5. Election of one or more Adjustment Officer(s).
6. Determination of whether the meeting has been duly convened.
7. Decision on extra dividends.
8. Decision on directed share issue to employees and board members.
9. Decision on directed issue of warrants to Partners and board members (incentive program).
10. Closing of the Extraordinary General Meeting.

Proposition for resolution

The following points are proposed for decision.

Dividend (item 7)

At the Annual General Meeting held on May 31, 2017, a dividend of SEK 143 304 148 was decided, whereafter SEK 50 638 273 was carried forward on a new account. The extra dividend shall be distributed so the shareholders receive SEK 43 614 306, a dividend of SEK 0,07 per share, whereafter the non-restricted equity amounts to SEK 7 023 967.

The board proposes that the record date for the dividend is November 8, 2018. The payment by Euroclear Sweden AB is expected to take place on November 13, 2018.

The board, or the person appointed by the board, shall be entitled to make such 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.

Decision on directed share issue to employees, board members and the board's advisors (item 8)

A shareholder in Netlight proposes that the Extraordinary General Meeting decides on a directed issue of new shares in accordance with the following terms.

1. Netlight's share capital shall be increased by not more than SEK 2 850, by issuing not more than 2 850 000 shares with a quotient value of SEK 0,001 per share.
2. With deviation of the shareholders' preferential rights, employees of Netlight and its subsidiaries, in person or through wholly owned companies, as well as board members of Netlight, shall be entitled to subscribe for the new shares. Detailed allocation principles are evidenced by the shareholder's full proposal.
3. The subscription price shall be SEK 6,83 per share.
4. The shares shall be subscribed for during the period starting from November 13, 2018 until November 30, 2018. The board of directors shall be entitled to prolong the subscription period.
5. Payment for the shares shall be made in cash no later than by November 30, 2018. Excess subscription cannot be done. The board of directors shall be entitled to prolong the time period for payment.

(This is an in-house translation. In case of any discrepancies between the Swedish original and this translation, the Swedish original shall prevail.)

6. The new shares shall entitle to dividends for the first time on the first record date for dividend that take place after the issue of new shares has been registered with the Swedish Companies Registration Office.
7. The reason for disapplying the shareholders 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. A decision in accordance with this proposal is valid only if supported by shareholders representing at least nine-tenths (9/10) of the votes cast, as well as of the shares represented at the meeting.
9. The board, or the person appointed by the board, shall be entitled to make such minor adjustments to this decision, which may prove necessary in connection with the registration of the decision with the Swedish Companies Registration Office or Euroclear Sweden AB.

Decision on directed issue of warrants to Partners and board members (incentive program) (item 9)

A shareholder in the company proposes that the Extraordinary General Meeting decides on implementing an incentive program for Partners and board members by an issue of warrants giving right to subscribe for new shares in Netlight in accordance with the following terms.

Background and reasons

This proposal has been presented by a shareholder in Netlight in order to strengthen the retention of Partners and board members and to motivate the participants to create shareholder value. These objectives are assessed to be in line with Netlight's and all shareholders' interest. The programme is directed to Partners in Netlight and its subsidiaries in Sweden, Norway, Finland and Germany and to board members in Netlight (the "**Participants**").

Terms and conditions for the issue of warrants

1. Netlight shall issue no more than 1,350,000 warrants. Each warrant entitles to subscription of one (1) new share in Netlight, each with a quotient value of SEK 0,001. Provided that the maximum number of warrants are subscribed for and exercised for subscription of shares, Netlight's share capital will increase with SEK 1,350 (subject to potential recalculations in accordance with the customary terms and conditions as set out in the shareholder's full proposal).
2. The warrants may, with deviation from the shareholders' preferential rights, only be subscribed for by the Participants in accordance with the resolution adopted by the general meeting and instructions from the board of directors of Netlight (see allocation principles below).
3. Subscription of warrants shall be made on a special subscription list during the period from and including November 13, 2018 until and including November 30, 2018. The board of directors shall be entitled to prolong the subscription period.
4. The amount to be paid by the Participants for each warrant (i.e. the subscription price) shall correspond to the theoretical market value of the warrant calculated by an independent valuation agent by use of the Black & Scholes valuation model.
5. Payment shall be made in cash in connection with subscription of warrants and not later than November 30, 2018. The board of directors shall be entitled to prolong the time period for payment.

(This is an in-house translation. In case of any discrepancies between the Swedish original and this translation, the Swedish original shall prevail.)

6. The warrants may be exercised for subscription of new shares during the period from and including November 6, 2021 until and including November 30, 2021. Warrants that have not been exercised for subscription of shares by November 30, 2021 shall lapse.
7. Each warrant entitles the holder to subscription of one (1) new share in Netlight at a subscription price per share of SEK 9.44 (subject to potential recalculations in accordance with the customary terms and conditions as set out in the shareholder's full proposal).
8. Only Partners and board members are to be offered the opportunity to subscribe the warrants issued and to a maximum number of 50,000 warrants per Participant. The board of directors is to decide on the persons belonging to each of the categories Partners and board members and the persons to be offered the opportunity to subscribe for warrants.

Reason for deviation from the shareholders' preferential rights, dilutions, costs etc.

The reason for the deviation from the shareholders' preferential rights is that the shareholder wishes to offer warrants to Partners and board members in order to strengthen the retention of Partners and board members and to motivate them to create shareholder value.

Upon full subscription and exercise of all 1350 000 warrants, Netlight's share capital will increase with SEK 1 350 through the issuance of 1350 000 new shares (subject to potential recalculations in accordance with the customary terms and conditions as set out in the shareholder's full proposal). This would lead to a dilution corresponding to approximately 0.21 percent of Netlight's share capital and number of shares/votes (based on the share capital and number of shares in Netlight as of the date of this proposal and calculated as the maximum amount of share capital and number of shares that may be issued, divided by the total share capital and the total number of shares in Netlight after all warrants have been exercised).

There are no incentive programmes or equity related instruments outstanding in Netlight.

Only limited salary costs or social security costs are expected for the Group as a consequence of the incentive programme. In addition, there are costs for valuation, consultancy services and costs for registration and practical management of the programme. The costs for the incentive programme are not expected to have a significant effect on important key ratios and are expected to have a marginal effect on Netlight's earnings per share.

Preparation of the proposal

This proposal has been prepared by a shareholder.

Majority requirements

A decision in accordance with this proposal is valid only if supported by shareholders representing at least nine-tenths (9/10) of the votes cast as well as of the shares represented at the meeting.

Miscellaneous

The members of the board of directors, the managing director, or anyone appointed by the board of directors shall have the right to make any minor changes required in order to register this resolution with the Swedish Companies Registration Office.

Netlight Consulting AB (publ)

The board of directors