

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

# Notice of Extraordinary General Meeting

Netlight Consulting AB (publ) with reg. no. 556575-6227 (hereinafter "Netlight"), hereby gives notice to the Extraordinary General Meeting, on 11 November 2020.

## Information about special arrangements in view of the coronavirus (COVID-19)

Due to the prevailing spread of the coronavirus, which causes COVID-19, the Swedish Government has imposed restrictions on certain public gatherings and public events and the Public Health Agency recommends limiting the number of social contacts.

As a result, the Board of Directors has decided that the Extraordinary General Meeting will be carried out through advance voting (postal voting) pursuant to temporary legislation. The Extraordinary General Meeting will be held without the possibility to attend in person or to be represented by a proxy. Netlight welcomes all shareholders to exercise their voting rights at the Extraordinary General Meeting through advance voting as described below. Information on the resolutions passed at the Extraordinary General Meeting will be published on the 11 November 2020 as soon as the result of the advance voting has been finally confirmed.

The shareholders may request in the advance voting form that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued general meeting, which cannot be conducted solely by way of advance voting. Such general meeting shall take place if the Extraordinary General Meeting so resolves or if shareholders with at least one tenth of all shares in the company so requests.

## Preconditions for participation

For a person to be entitled to participate, through advance voting, in the Extraordinary General Meeting such person *shall*:

- both** be entered in the share register maintained by Euroclear Sweden AB at the record date of 3 November 2020;
- and** notify its intention to participate no later than 10 November 2020 by casting its advance vote in accordance with the instructions under "Advance voting" so that the advance voting form is received no later than that date. Please note that the notification on participation can only be made through the advance voting form.

## Advance voting

In view of the spread of the coronavirus and the risk of infection, the Board of Directors has decided that shareholders in Netlight shall exercise their voting rights by post in advance, prior to the Extraordinary General Meeting, in accordance with section 20-26 §§ of the Act (2020: 198) on temporary exemptions to facilitate the implementation of corporate and association meetings (Sw. lag (2020:198) om tillfälliga undantag för att underlätta

*genomförandet av bolags- och föreningsstämmor*). The purpose of the Board of Directors' decision is to minimize the number of participants present in person at the meeting, thereby helping to reduce the risk of spreading the virus that causes Covid-19.

Shareholders who vote in advance shall, in addition to being included in the share register, use a form that will be available on Netlight's website, [www.netlight.com](http://www.netlight.com), under the heading "Investor Relations" (<https://www.netlight.com/investor-relations/>). A shareholder who exercises his or her right to vote by advance voting does not have to register specifically for the Extraordinary General Meeting. The advance voting form is considered as the notification of participation.

The voting form shall be sent to Netlight via email to [ir@netlight.com](mailto:ir@netlight.com) or by mail to Netlight Consulting AB (publ), Jonathan Rosén, Regeringsgatan 25, 111 53 Stockholm. The completed form must be submitted to Netlight no later than 10 November 2020. If the shareholder votes in advance by proxy, a power of attorney shall be enclosed to the form. If the shareholder is a legal person, a copy of the registration certificate or, if such document does not exist, an equivalent authorization document shall be attached to the form. The shareholder may not provide special instructions or conditions to the postal vote. If so, the vote (i.e. the advance vote in its entirety) is invalid.

Further instructions and conditions are set out in the voting form.

## Shares registered in the name of a custodian

In addition to registering, shareholders who have their shares registered through their bank or another authorized depository such as an AP fund, etc., must be temporarily registered in the share register in their own name (voting rights registration) to be entitled to attend the Extraordinary General Meeting. Such registration shall be entered in the share register on 5 November 2020, meaning that shareholders must request re-registration with the nominee well in advance of this day. The shareholder is responsible for this and is recommended to contact its nominee well in advance before the record date, 3 November 2020, to administer the voting rights registration. If no re-registration has been made by 5 November 2020, the shareholder will not be able to attend the Extraordinary General Meeting.

## Proposed agenda

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairperson of the Extraordinary General Meeting.
3. Preparation and approval of voting rights.
4. Approval of the agenda.
5. Election of one or more persons to verify the minutes.
6. Examination of whether the meeting has been duly convened.
7. Decision on incentive program IP 2020:1.
8. Decision on extraordinary dividend.
9. Closing of the Extraordinary General Meeting.

## Resolutions proposed by the Nomination Committee

The Nomination Committee consists of Kristoffer Nilsson (representative of Ygberg Holding AB, Ripstigen Holding AB, SDBCK Invest AB and Kungsholmens Finansaktiebolag), Ingrid Engström (independent board member) and Gustaf Eriksson (representative of May City Holdings Ltd and Clanalpine Investments Ltd), all appointed by the previous Annual General Meeting. The Nomination Committee has presented the following proposition for resolutions regarding item 2 of the proposed agenda.

### **Election of Chairman of the Annual General Meeting (item 2)**

Lawyer Marcus Nivinger (Setterwalls Advokatbyrå) is proposed as Chairman of the Extraordinary General Meeting.

## Resolutions proposed by the Board of Directors

The Board of Directors has presented the following proposals for resolutions regarding items 3, 5 and 7-8 of the proposed agenda.

### **Preparation and approval of voting rights (item 3)**

The voting list proposed for approval is the voting list drawn up by Netlight, based on the Extraordinary General Meeting's share register and advance votes received, as verified and recommended by the persons approving the minutes of the Extraordinary General Meeting.

### **Election of one or two persons to verify the minutes (item 5)**

Jonathan Rosén and Joakim Brunzell, or if one or both of them have an impediment to attend, the person or persons instead appointed by the Board of Directors, are proposed to be elected to verify the minutes of the Extraordinary General Meeting together with the Chairman. The task of verifying the minutes of the Extraordinary General Meeting also includes verifying the voting list and that the advance votes received are correctly stated in the minutes of the Extraordinary General Meeting.

### **Decision on incentive program IP 2020:1 (item 7)**

The Board of Directors, and the shareholder Kungsholmens Finansaktiebolag (556992-5653), represented by Kristoffer Nilsson, as regards the part of the proposal which is aimed at the Board of Directors, proposes that the Extraordinary General Meeting decides on a directed share issue in accordance with the below. The decision further includes a separate approval as regards board members' participation in the program.

The purpose of the proposal is to encourage personal ownership of Netlight and thereby increase and enhance Netlight's ability to recruit, retain and motivate important employees and board members by offering such employees and board members an opportunity to take part of a positive development of Netlight.

1. It is proposed that the general meeting resolves to carry out a private placement in respect of not more than 4 000 000 shares, entailing an increase in the share capital of not more than SEK 4 000.
2. The right to subscribe for the new shares shall, with deviation of the shareholders' pre-emption rights, vest in employees of Netlight and Netlight's subsidiaries, either personally

or by means of a wholly-owned company, as well as members of the board of Netlight, either personally or by means of an wholly-owned company. Allotment of shares is conditional upon the subscriber having started his/her employment on 11 November 2020 and, as regards members of the board, that the board member is active in Netlight as per 11 November 2020. Allotment of shares is further conditional upon the absence of termination of assignment as board member or notice of termination or dismissal of employment on or prior to 30 November 2020, including the last day of the subscription period. The Board of Directors shall decide on allotment in accordance with the following principles. However, as regards allotment of shares to the Board of Directors, all members of the Board of Directors, who are not employed by Netlight or Netlight's subsidiaries and therefore are offered a higher number of shares in accordance with the below, shall be offered 10 000 shares each.

| Category             | Maximum no. of shares per entitled subscriber in each category |
|----------------------|--|
| Analyst              | 500  |
| Associate Consultant | 1 000  |
| Consultant           | 1 500  |
| Senior Consultant    | 2 000  |
| Associate Manager    | 3 000  |
| Manager              | 7 000  |
| Senior Manager       | 10 000   |
| Partner              | 25 000   |
| Operations           | 3 000  |
| Board of Directors   | 10 000   |

A subscriber may not, for the purposes of this share issue, belong to more than of the categories above.

The maximum number of subscribers that may be allotted shares in the new share issue is 1 400.

The reason for not applying the shareholders' pre-emption rights is to encourage personal ownership of Netlight and thereby increase and enhance Netlight's ability to recruit, retain and motivate important employees by offering such employees an opportunity to take part of a positive development of Netlight.

3. A subscription price of SEK 8.66 shall be paid for each share subscribed for. The basis for the subscription price is the market value of the share which has been determined in consultation with PwC.
4. Subscription for the offered shares shall be made through payment during the period 16 November 2020 until and including 30 November 2020.
5. The Board of Directors shall be entitled to extend the subscription period as well as the time for payment.
6. The new shares entitle the holder to a dividend as from the first record date for dividend that occurs after registration of the shares have been made in the share register being kept by Euroclear Sweden AB.

Lawyer Marcus Nivinger (Setterwalls Advokatbyrå), or a person appointed by him, shall be authorized to make any minor adjustments to the decision which may prove necessary in connection with registration with the Swedish Companies Registration Office and/or Euroclear Sweden AB.

### **Decision on extraordinary dividend (item 8)**

At the Annual General Meeting held on 3 June 2020, it was decided to bring Netlight's profit (non-restricted equity), SEK 352 921 533 forward in its entirety. The distributable funds available to the Extraordinary General Meeting amounts to SEK 352 921 533.

The Board of Directors proposes that the Extraordinary General Meeting decides on an extra dividend of SEK 0.42 per share, a total of SEK 264 409 341, whereafter the non-restricted equity amounts to SEK 88 512 192.

The record date for the dividend shall be 13 November 2020. The payment by Euroclear Sweden AB is expected to take place on 18 November 2020.

The Board of Directors, the CEO, or the person appointed by the Board of Directors, 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 Swedish Companies Registration Office and/or Euroclear Sweden AB.

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## **Qualified majority**

A valid resolution in accordance with item 7 and 8 requires that the resolution is supported by shareholders representing not less than nine-tenths of the votes cast as well as the shares represented at the Extraordinary General Meeting.

## **Shares and votes**

At the time of issuing the notice to attend the Extraordinary Meeting, the total number of shares and votes in Netlight amounts to 629 546 050. Netlight does not hold any own shares.

## **Information**

According to Chapter 7, § 32 paragraph 1 ABL, the Board of Directors and the CEO 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. The duty of disclosure also includes the company's relationship with other group companies, the consolidated accounts as well as such circumstances regarding subsidiaries as referred to in the preceding sentence. A request for such information shall be made via e-mail to [ir@netlight.com](mailto:ir@netlight.com) no later than on 1 November 2020.

Shareholders who wish to submit questions in advance can do so by mail to Netlight Consulting AB (publ), Jonathan Rosén, Regeringsgatan 25, 111 53 Stockholm.

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

## Documents

Complete proposals for resolutions, statements, Auditor's statements and other documents to be discussed at the Extraordinary General Meeting will be made available at Netlight's office (Regeringsgatan 25, 111 53 Stockholm) and at Netlight's website, [www.netlight.com](http://www.netlight.com), no later than two (2) weeks before the Extraordinary General Meeting. Copies of these documents may be sent free of charge to the shareholder's specified address at the request of the shareholder. The documents will also be presented at the Extraordinary General Meeting.

Proxy forms for shareholders who would like to vote in advance through proxy are available at the company's website, [www.netlight.com](http://www.netlight.com) under the heading "Investor Relations" (<https://www.netlight.com/investor-relations/>).

## Processing of personal data

Personal data collected from the register of shareholders, kept and registered by Euroclear Sweden AB, as well as information on deputies, proxies and advisors, will be used for registration, preparation of the voting list for the meeting and, where applicable, minutes of the meeting. For further information, see Netlight's privacy policy at Netlight's website, [www.netlight.com](http://www.netlight.com).

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Stockholm, October 2020

Netlight Consulting AB (publ)

*Board of Directors*