

(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 Annual General Meeting

The shareholders of Netlight Consulting AB (publ) with reg. no. 556575-6227 (hereinafter “Netlight”) are welcome to attend the Annual General Meeting, which will take place at 15:30 on June 4, 2019 at Netlight’s premises at Regeringsgatan 25, Stockholm. Entry and registration to the meeting will begin at 15:00.

Registration

Shareholders who wish to attend the Meeting *shall*:

- Both** be registered in the shareholder’s register kept by Euroclear Sweden AB at the record date of May 28, 2019;
- and** according to chapter 7, 2 § part 2 of The Companies Act (2005:551), “ABL”, notify Netlight of their participation in the Meeting. The notice of participation shall be mailed to Netlight Consulting AB (publ), Jonathan Rosén, Regeringsgatan 25, 111 53 Stockholm or sent via email to ir@netlight.com. Registration must be made as soon as possible, however no later than May 28, 2019. After this day, it is not possible to register.

Information in the notice

Shareholders shall, in their notice of participation, 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 Annual General Meeting, the notice of participation should, when appropriate, be accompanied by powers of attorney, registration or certificate and other authorization documents.

NOTE! When entering the Annual General Meeting, the person who wishes to participate must present a valid identification document.

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 shareholders’ register in their own name (voting rights registration) to be entitled to attend the Annual General Meeting. For this registration to be entered in the shareholders’ register at the record date on May 28, 2019, 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 May 28, 2019, the shareholder will not be able to attend the Annual General Meeting.

Representatives and advisors

Shareholders who do not have the opportunity to attend the Annual General Meeting personally are entitled, according to chapter 7, 3 § ABL, to register a proxy. In order for the proxy 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 power of attorney is valid for a period of one year from the date of issue unless otherwise specified therein, however, in no event may the term of validity exceed five years from the date of issue. Accordingly, if the power of attorney does not contain a term of validity, the term of validity is for a maximum of one year from the date of issue. The power of attorney shall also be presented at the Annual General Meeting (if it has not been sent to Netlight prior to the Annual General Meeting). 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 a proxy is, in accordance with chapter 7, part 5 ABL, entitled to bring no more than two advisors to the Annual General Meeting. The advisors may make comments at the meeting but do not have voting rights. If the shareholder cannot attend the Annual General Meeting personally and instead wishes to attend by proxy, the name and personal identification number of the proxy must be stated in the notification.

Documents

Complete proposals for resolutions, statements, Auditor's statements and other documents to be discussed at the Annual General Meeting will be made available at Netlight's office (Regeringsgatan 25, 111 53 Stockholm) no later than two (2) weeks before the 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 Annual 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 Annual 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 disclosure obligation 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.

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.

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 personally.

Shares and votes

At the time of issuing the notice to attend the Annual General Meeting, the total number of shares in Netlight amounts to 624,093,111. Each share entails one vote and thus the total number of votes in Netlight as per the day of this notice amounts to 624,093,111.

Draft agenda

1. Opening of the Annual General Meeting.
2. Election of Chairman of the Annual General Meeting.
3. Preparation and approval of voting rights.
4. Approval of the agenda.
5. Election of one or more Adjustment Officer(s).
6. Examination of whether the meeting has been duly convened.
7. Presentation of the Annual Report and the Auditors' Report, the consolidated accounts and the Auditors' Report on the Consolidated Accounts.
8. Decision on:
 - a. adoption of the Income Statement and Balance Sheet and the Consolidated Income Statement and Consolidated Balance Sheet,
 - b. allocation the company's profit as shown in the Balance Sheet adopted by the meeting,
 - c. discharge from liability of the members of the Board of Directors and the CEO.
9. Determination of the number of Board members and, if any, Deputy Board members and the number of Auditors and, if any, Deputy Auditors.
10. Determination of remuneration of the Board of Directors and Auditors.
11. Election of Board members and, if any, Deputy Board members, and Auditors and, if any, Deputy Auditors.
12. Decision on guidelines for remuneration of senior management.
13. Decision regarding the Nomination Committee.
14. Incentive program 2018/2019.
15. Decision on amendment of the Articles of Association.
16. Closing of the Annual General Meeting.

Proposition for resolution

The following agenda items are proposed for decision.

Allocation of the Company's Profit as shown in the Balance Sheet (item 8 b)

The Board of Directors proposes that the profit brought forward (non-restricted equity) in the parent company, SEK 272,894,720 is distributed with a dividend to shareholders of SEK 156,023,277.80, a dividend of SEK 0.25 per share. The remaining SEK 116,871,442.20 will be brought forward.

The Board of Directors proposes that the record date for the dividend is June 7, 2019. Payment by Euroclear Sweden AB is expected to take place on June 12, 2019.

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 or Euroclear Sweden AB.

Determination of the number of Board members and, if any, Deputy Board members and the number of Auditors and, if any, Deputy Auditors (item 9)

Five (5) permanent Board members and no Deputy Board members.

Determination of remuneration of the Board of Directors and Auditors (item 10)

The Nomination Committee proposes the following remuneration of the Board of Directors:

- A remuneration of, in total, SEK 920,000 will be paid to external members of the Board of Directors, as appointed by the Annual General Meeting, whereby SEK 600,000 is to be paid to the Chairman of the Board of Directors and SEK 160,000 to the remaining external members of the Board of Directors, i.e., Board members which are not employed by Netlight, and
- for Committee work; SEK 90,000 to the Chairman of the Audit Committee and SEK 30,000 each to other members of the Audit Committee and SEK 90,000 to the Chairman of the Remuneration Committee and SEK 30,000 each to other members of the Remuneration Committee. The number of members per Committee shall not exceed three (3).

Fees to the Auditor shall be paid in accordance with approved invoice.

Election of Board members and, if any, Deputy Board members, and Auditors and, if any, deputy Auditors (item 11)

BOARD OF DIRECTORS

- Election of the Chairman of the Board, Ingrid Engström (independent)
- Re-election of Board members Felix Sprick (Partner) Jonas Hovmark (principal shareholder, external), Henrik Sidebäck (principal shareholder) and Sofie König (independent, external)

AUDITORS

The Annual General Meeting in May 2018 resolved to appoint the accounting firm Ernst & Young as Auditor, with Beata Lihammar as Chief Accountant, for a term extending until the end of the 2020 Annual General Meeting. No change has been proposed.

Decision on guidelines for remuneration of senior management (item 12)

The Board of Directors proposes that the Annual General Meeting decides on the following guidelines for the remuneration of senior executives called Partners. The remuneration consists of fixed salary, variable salary, pension and other benefits. The total remuneration shall be marketable and competitive and shall reflect the employee's responsibility as well as the complexity of the position. The remuneration will aim at giving the employees a long-term incentive to develop, taking on new roles and responsibilities, while still rewarding short term achievements.

- Pension benefits shall consist of defined contribution pension plans related to the fixed salary.
- The variable remuneration shall be based on outcomes in relation to set goals and be linked to the employee's performance. The variable compensation shall have a limit and shall never exceed the fixed salary. Furthermore, the variable remuneration shall be conditional upon the company not reporting loss for the year to which the compensation relates. The variable remuneration shall not be pensionable.
- Partners have a notice period of at least six (6) months.

Decision regarding the Nomination Committee (item 13)

The Nomination Committee represents Netlight's shareholders. The Annual General Meeting appoints the members of the Nomination Committee or specifies how members of the Nomination Committee shall be appointed.

The Nomination Committee's task is to prepare and submit proposals to the Annual General Meeting regarding:

- Election of the Chairman of the Annual General Meeting,
- Election of the Chairman of the Board of Directors and other members of the Board of Directors,
- Board fees for the Chairman of the Board of Directors and each of the members of the Board of Directors and possible remuneration for Committee work,
- Election and remuneration of Auditors,
- Election of the Nomination Committee, alternately decisions regarding principals for appointments of the Nomination Committee and
- Policies for the Nomination Committee's work.

For the 2019/2020 financial year, the Nomination Committee is proposed to consist of the following members:

- Kristoffer Nilsson (representative of the majority shareholders)
- Sofie König (independent Board member), and
- Gustaf Eriksson (representative of the minority shareholders)

For the 2019/2020 financial year, it is proposed that the Nomination Committee members Sofie König and Gustaf Eriksson shall receive SEK 50,000 each.

Incentive program 2018/2019 (item 14)

As previously communicated to Netlight's shareholders by the Board of Directors, intensive work is currently underway to define the design of a long-term incentive program, which shall be directed towards employees and Board members. The ambition to present a coherent proposal at this Annual General Meeting has, due to the complexity of the matter, not been possible to fulfil. Accordingly, the Board of Directors will convene an Extraordinary General Meeting during 2019 as soon as the incentive program has been defined and anchored with Netlight's majority shareholders.

The basic design of the incentive program is that a predefined part of Netlight's gross profit is to be allocated to offer key employees shares or warrants in Netlight. The allocation of profit can be seen as an investment in Netlight's employees by Netlight's shareholders. The definition

of key employees will be based on Netlight's established consultant levels and focus on senior levels as well as senior employees within Operations. The offer is, in accordance with Netlight's organizational philosophies of shared responsibility throughout the whole company where being promoted to a more senior consultant level is associated with extended responsibility, relatively broad compared to traditional offers, which are normally targeting a smaller management group. The design of the incentive program is intended to be long-term and annually recurring.

The Board of Directors proposes that the Annual General Meeting instructs the Board of Directors to prepare a proposal for an incentive program (2018/19), which shall be directed towards employees and the Board of Directors, to be presented on an Extraordinary General Meeting held during 2019. The cost of this year's incentive program shall amount to approximately SEK 50 million.

Decision on amendment of the Articles of Association (item 15)

The Board of Directors proposes to amend § 8 of the Articles of Association, which governs how the notice convening a General Meeting shall be published, with the purpose to modernize and simplify the procedure. The provision regarding the notice of General Meetings is changed so that a notice of a General Meeting shall be given by announcement in Post- och Inrikes Tidningar (the Swedish Official Gazette) and on the Netlight's website, and the fact that a notice has been published shall be announced in Dagens Industri. In addition to modernization and simplification, the change also entails a non-negligible saving for the Company.

Accordingly, the Board of Directors proposes that the Annual General Meeting resolves to amend Netlight's Articles of Associations as follows (changes in italics). 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.

Current wording

§ 8

Notice of a General Meeting of the shareholders shall be given by announcement in Post- och Inrikes Tidningar ("the Swedish Official Gazette") and in Dagens Industri,

Notice of an Annual General Meeting and notice of an Extraordinary General Meeting at which a proposal to amend the articles of association is to be considered shall be given no earlier than six weeks and no later than four weeks before the Meeting. Notice of any other Extraordinary General Meeting shall be given no earlier than six weeks and no later than two weeks before the meeting.

A shareholder who wants to participate in a General Meeting of the shareholders, must be listed on the print-out of the entire shareholders' register showing the position five weekdays prior to the Meeting and notify the Company no later than on the date stipulated in the notice of the Meeting. This day must not be a Sunday, other public holiday, Saturday, Midsummer's Eve,

Proposed wording

§ 8

Notice of a General Meeting of the shareholders shall be given by announcement in Post- och Inrikes Tidningar ("the Swedish Official Gazette") *and on the Company's website. It shall be announced in Dagens industri that a notice has been published.*

Notice of an Annual General Meeting and notice of an Extraordinary General Meeting at which a proposal to amend the articles of association is to be considered shall be given no earlier than six weeks and no later than four weeks before the Meeting. Notice of any other Extraordinary General Meeting shall be given no earlier than six weeks and no later than two weeks before the meeting.

To be entitled to participate in a General Meeting of the shareholders, *a shareholder* must be listed on the print-out *or other presentation* of the entire shareholders' register showing the position five weekdays prior to the Meeting and notify the Company no later than on the date stipulated in the notice of the Meeting. This day must not be a

Christmas Eve or New Year's Eve and may not fall earlier than the fifth weekday prior to the Meeting.

Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not fall earlier than the fifth weekday prior to the Meeting.

At a General Meeting of the shareholders, a shareholder may be accompanied by one or two persons assisting him or her, provided however, that the shareholder has notified the Company of the number of accompanying persons in the manner stipulated in the preceding paragraph.

Netlight Consulting AB (publ)

Board of Directors